

ASHOK ALCO-CHEM LIMITED

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of Ashok Alco-Chem Limited will be held on Friday, September 26, 2014 at 11.00 a.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400 001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Sunil Shah (DIN: 03567415), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. R. A. Kuvadia & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. R. A. Kuvadia & Co., Chartered Accountants (Registration No. 105487W), be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty Fifth Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors and the Auditors of the Company."

SPECIAL BUSINESS:

4. Appointment of Mr. Manoj Ganatra (DIN 00568914) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manoj Ganatra (DIN : 00568914) a non-executive director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years with effect from September 26, 2014 up to September 25, 2019."

5. Appointment of Dr. Umesh Kulkarni (DIN 00394291) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr Umesh Kulkarni (DIN:00394291), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years with effect from September 26, 2014 up to September 25, 2019."

6. Payment of Remuneration to the Cost Auditors

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 40,000/- plus service tax and out-of-pocket expenses payable at actual to M/s. N. Ritesh & Co., who are appointed as Cost Auditors of the Company to conduct the audit of cost accounting records maintained by the Company relating to "Chemicals" for the Financial Year 2014-15."

7. Borrowing Limits

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed earlier in this regards, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013, the Company hereby authorizes the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) to borrow from time to time on behalf of the Company, any sum or sums of money on such terms and conditions which shall be in the interest of the Company and with or without security as the Board may think fit, which together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate paid-up share capital of the Company and its free reserves, not including the reserves set apart for any specific purpose, provided that the total amount of money/moneys so borrowed by the Board shall not at any time exceed the limit of Rs. 100,00,00,000/- (Rupees One Hundred Crores) only.

RESOLVED FURTHER THAT pursuant to section 180(1)(a) of the Companies Act, 2013 the consent of the Members be and is hereby accorded to the Board to mortgage or charge all or any part of the undertaking of the Company of any nature and kind whatsoever and / or creating a floating

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charge in all or any immovable properties of the Company, in certain events, to or in favour of banks, financial institutions, any other lenders to secure the amount borrowed/to be borrowed by the Company, from time to time, for the due payment of the principal monies together with the interest payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and settle the terms and conditions with the concerned Banks/ Financial Institutions etc, to finalize the agreements/contracts and documents for creating the aforesaid mortgages and / or charges and / to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee(s) of the Company or to any Director of the Company or any principal officer of the Company as it may consider appropriate in order to give effect to this Resolution and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to file the necessary forms with the concerned authorities."

For and on behalf of the Board

Place: Mumbai
Date: August 13, 2014

Seema Gangawat
Company Secretary & Compliance Officer

Registered Office:

CIN: L24110MH1992PLC069615
104, Venkatesh Chambers,
1st Floor, Ghanshyam Talwatkar Marg,
Fort, Mumbai – 400 001
Tel: 022-61446900/01 Fax: 022-66104355
Email: info@ashokalcochem.com
Website: <http://www.ashokalcochem.com>

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY (IES) TO ATTEND AND VOTE ON A POLL ON HIS/ HER BEHALF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing proxy, in order to be effective, must be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the commencement of the Meeting.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books will remain closed from Monday, September 22, 2014 to Friday, September 26, 2014 (both days inclusive).
4. As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance pertaining to appointment of the Directors/re-appointment of the retiring Director(s), a statement containing details of the concerned Directors is attached herewith.
5. Members are requested to notify changes, if any, in their registered address to the Company's Registrar and Share Transfer Agents M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai-400 078, in case of shares held in physical form and details about their email addresses to their respective Depository Participants, in case of shares held in dematerialized/electronic form at the earliest.
6. Members are requested to hand over the enclosed attendance slip, duly signed in accordance with their specimen signatures registered with the Company for admission to the venue of the Meeting.
7. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company at least seven days in advance of the Meeting so that the information required can be readily available at the Meeting.
8. Pursuant to SEBI Circular No. D&CC/FITTC/CIR-15/2002 dated 27.12.2002 all the work related to share registry in terms of both physical and electronic are being done by the Company's R&T Agents M/s. Link Intime India Pvt. Ltd. Therefore, Members are requested to send their communication directly to them in future.
9. Corporate Members are required to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
10. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11 a.m. to 4.00 p.m. except Saturdays and public holidays upto the date of this Meeting.
11. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members, who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

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To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar & Share Transfer Agent / Depository Participant.

Members may please note that notices, annual reports etc. will also be available on the Company's website viz. www.ashokalcochem.com.

12. Voting through electronic means:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members with facility to exercise their right to vote at the 22nd Annual General Meeting by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL).

Process for e-Voting

In case of members receiving e-mail:

- (i) Log on to the e-Voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Company Name viz. "Ashok Alco-Chem Limited" from the drop down menu and click on "SUBMIT".
- (iv) Now enter your USER ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- (v) Next enter the image verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "Ashok Alco-Chem Limited" on which you choose to vote.
- (xii) On the voting page, you will see the "RESOLUTION DESCRIPTION" and against the same the option "Yes/No" for voting. Select the option YES or NNO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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- Corporate / Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case the members receiving the physical copy: Please follow all steps from sl. No. (i) to sl.no. (xvii) above to cast vote.

General Information:

- (A) Every Client ID No./ Folio No. shall have one e-vote. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- (B) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, August 22, 2014.
- (C) E-voting right cannot be exercised by a proxy.
- (D) **The voting period begins on Thursday, September 18, 2014, (10.00 a.m.) and ends on Friday, September 19, 2014 (6.00 p.m.).** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdsl.com.
- (F) Ms. Kumudini Paranjape, Partner, Makarand M. Joshi and Co., Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the e-voting and poll procedure in a fair and transparent manner.
- (G) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnessed not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- (H) **The Results will be declared on or after the date of the AGM i.e. Friday, September 26, 2014.** The declared Results, along with the Scrutinizer's Report, will be available on the Company's website www.ashokalcochem.com under the section "Investor Relations" and on the website of CDSL; such Results will also be forwarded to the Stock Exchange where the Company's shares are listed.

Details of Directors seeking appointment / re-appointment at the Annual General Meeting

Name of Director	Mr. Sunil Shah	Mr. Manoj Ganatra	Dr. Umesh Kulkarni
Date of Birth	November 7, 1962	November 21, 1962	March 12, 1964
Date of Appointment	February 8, 2013	April 8, 2011	June 17, 2002
Expertise in specific functional areas	Project Management & Marketing	Accounts, Finance & Taxation	Expertise in Pollution control
Qualifications	DME, AIME, (Mechanical Engineer)	B.Com, LLB & FCA	M.Sc. Ph.D.
List of outside Directorships held Excluding Alternate Directorship, Private Companies and Foreign Companies.	Nil	Orient Abrasives Limited	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company.	- Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Stakeholders Relationship Committee (Member)	- Audit Committee (Chairman) - Nomination and Remuneration Committee (Member) - Stakeholders Relationship Committee (Member)	- Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Stakeholders Relationship Committee (Member)
Chairman/ Member of the Committee of the Board of Directors of other companies in which he/she is a Director Audit Committee b. Investor Grievances Committee	Nil	Nil	Nil
No. of Shares Held in the Company	Nil	Nil	Nil

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4 & 5:

Pursuant to the provisions of Clause 49 of the Listing Agreement entered into with Stock Exchanges, Mr. Manoj Ganatra and Dr. Umesh Kulkarni, current Non Executive Independent Directors, whose office are liable to retirement by rotation, were appointed on the Board of Directors of the Company on April 8, 2011 and on June 17, 2002 respectively.

Pursuant to the provisions of Section 149 (4) of the Companies Act 2013, which came into effect from April 1, 2014, every listed public company is required to have at least one third of total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014, *inter alia*, stipulates the conditions for the appointment of Independent Directors by a Listed Company.

Mr. Manoj Ganatra and Dr. Umesh Kulkarni have given a declaration to the Board that they meet the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, the above Independent Director fulfills the conditions specified in the Act and Rules made thereunder for appointment as Independent Director and they are Independent of Management.

Brief resume of Mr. Manoj Ganatra and Dr. Umesh Kulkarni, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, are provided in the statement giving details under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Directors proposed to be appointed / re-appointed, annexed to this Notice.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office on all working days between 11 a.m. to 4.00 p.m. except Saturdays and public holidays up to the date of the Meeting.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members for their approval.

The Board recommends the Ordinary Resolution Nos. 4 & 5 of the Notice for approval by the Members of the Company.

Except the concerned directors, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is interested or concerned in the Resolutions Nos. 4 & 5 of the Notice.

Item No. 6:

In terms of the provisions of Section 148 of the Act, the Company is required to have the audit of its cost records conducted by cost accountant in practice. On the recommendation of Audit Committee of the Board of Directors of the Company, the Board of Directors has approved the appointment of M/s N. Ritesh & Co. as the Cost Accountant of the Company to conduct audit of cost records maintained by the Company relating to "Chemicals" for the financial year 2014-15, at remuneration of Rs. 40,000 plus service tax and out-of-pocket expenses payable at actual.

M/s N. Ritesh & Co., have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of Cost Audit and have conducted the audit of the cost records of the Company for the previous year under the provisions of the Companies Act, 1956.

The Board recommends the Resolution No. 6 of the Notice for ratification by the Members of the Company.

None of the Directors and Key Managerial Personnel or their respective relatives is interested or concerned in the Resolution No. 6 of the Notice.

Item No. 7:

The Board of Directors of the Company was authorized pursuant to Section 293(1)(d) of the Companies Act, 1956 to borrow moneys in excess of aggregate of its Paid up Capital and Free Reserves, as may be permitted by Law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 100 crore as prescribed in the Ordinary Resolution passed by the Members at Annual General Meeting held earlier. The Board was also authorized for creation of any mortgage / charge, if needed in connection with the borrowings under Section 293(1)(a) of the Companies Act, 1956.

The Company has been executing such powers in terms of the said Resolutions passed by the Members under the provisions of Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956. Corresponding Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013 empowers the Board to borrow moneys in excess of the aggregate of its Paid up Capital and Free Reserves, and to create any mortgage/charge in connection with such borrowings, subject to the approval of the Members of the Company by way of Special Resolution in General Meeting.

In view of the enactment of the new Companies Act, 2013, the Company would be required to pass a fresh resolution as aforesaid enabling it to exercise powers under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013.

The proposed Special Resolution will have to be considered in the above context. This will enable the Board to borrow funds and create any mortgage/charge in connection with such borrowings, as and when considered appropriate.

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The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel or their respective relatives is interested or concerned in the Resolution No. 7 of the Notice.

For and on behalf of the Board

Place: Mumbai
Date: August 13, 2014

Seema Gangawat
Company Secretary & Compliance Officer

Registered Office:

CIN: L24110MH1992PLC069615

104, Venkatesh Chambers,

1st Floor, Ghanshyam Talwatkar Marg,

Fort, Mumbai – 400 001

Tel: 022-61446900/01 Fax: 022-66104355

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