

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

**Name of the Company : ASHOK ALCO-CHEM LIMITED**  
**Quarter ending on : December 31, 2014**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No/NA</b>	<b>Remarks</b>
<b>II Board of Directors</b>	49 (II)		
(A) Composition of Board	49(IIA)	YES	See the Note below
(B) Independent Directors	49 (IIB)	YES	See the Note below
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	YES	See the Note below
(D) Other Provisions as to Board and Committees	49 (IID)	YES	See the Note below
(E) Code of Conduct	49 (IIE)	YES	See the Note below
(F) Whistle Blower Policy	49 (IIF)	YES	See the Note below
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	See the Note below
(B) Meeting of Audit Committee	49 (IIIB)	YES	See the Note below
(C) Powers of Audit Committee	49 (IIIC)	YES	See the Note below
(D) Role of Audit Committee	49 (IIID)	YES	See the Note below
(E) Review of Information by Audit Committee	49 (IIIE)	YES	See the Note below
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	YES	See the Note below
<b>V. Subsidiary Companies</b>	49(V)	NA	See the Note below
<b>VI. Risk Management</b>	49(VI)	YES	See the Note below
<b>VII. Related Party Transactions</b>	49 (VII)	NA	See the Note below
<b>VIII. Disclosures</b>	49 (VIII)		See the Note below
(A) Related Party Transactions	49 (VIIIA)	NA	See the Note below
(B) Disclosure of Accounting Treatment	49 (VIIIB)	YES	No change in Accounting Treatment.
(C) Remuneration of Directors	49 (VIII C)	YES	Has been complied with in the Annual Report for the year ended March 31, 2014.
(D) Management	49 (VIII D)	YES	Has been complied with in the Annual Report for the year ended March 31, 2014.
(E) Shareholders	49 (VIII E)	YES	Has been complied with in the Annual Report for the year ended March 31, 2014.
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII F)	N.A.	See the Note below

<b>IX.CEO/CFO Certification</b>	49 (IX)	YES	Has been complied with in the Annual Report for the year ended March 31, 2014.
<b>X. Report on Corporate Governance</b>	49 (X)	YES	Has been complied with in the Annual Report for the year ended March 31, 2014.
<b>XI. Compliance</b>	49 (XI)	YES	Has been complied with in the Annual Report for the year ended March 31, 2014.

**Note:\*** As per Circular No. CIR/CFD/Policy Cell/7/2014 dated September 15, 2014, the compliance with the provisions of Clause 49 is not mandatory for the Company as the Company's paid up capital is less than 10 Crores and Net worth is not exceeding Rs. 25 Crores as on the last date of the previous financial year i.e. on 31st March 2014. The paid up capital of the Company was Rs. 4,15,03,430/- and Net Worth was Rs. 18,34,71,512 as on March 31, 2014 and hence compliance of the Clause 49 is not mandatory currently.

**For Ashok Alco-Chem Limited**

**Seema Gangawat**  
**Company Secretary & Compliance Officer**