

# ASHOK ALCO-CHEM LIMITED



Regd. Office : Room No. 104, Venkatesh Chambers, 1st Floor, Ghanshyam Talwatkar Marg, Fort, Mumbai - 400 001, INDIA.  
Tel : 022-61446900/01 Fax : 66104355 CIN : L24110MH1992PLC069615  
Email : info@ashokalcochem.com Web Site : http://www.ashokalcochem.com

Date: September 26, 2018

To,  
The Department of Corporate Services  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Dear Sir(s)/Madam(s),

## **Sub: Annual Report 2017-18**

In compliance with the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Annual Report for the financial year 2017-18, approved and adopted by the Members of the Company at its 26<sup>th</sup> Annual General Meeting held on September 24, 2018.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For Ashok Alco-Chem Limited**

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

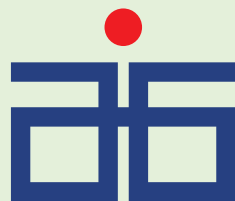


Plant : Plot No. A-22/2/1, Mahad Industrial Area, Village Kamble, Mahad, Dist. Raigad, INDIA.  
Tel : 02145 - 232209 / 232827 Fax : 232208



**26<sup>th</sup>**

A N N U A L R E P O R T  
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**Ashok Alco-Chem Limited**



# Ashok Alco-Chem Limited

<b>Board of Directors</b>	Mr. Purab Shah (DIN : 07490952)	Executive Director & CEO
	Mr. Manoj Ganatra (DIN : 00568914)	Independent Director
	Mr. Sunil Shah (DIN : 03567415)	Non - Executive Director
	Mrs. Neeta Shah (DIN : 07134947)	Non - Executive Director
	Mr. Shekhaar Shetty (DIN : 07824778)	Independent Director
<b>Chief Financial Officer</b>	Mr. Vaize Ahmed Kampli (Appointed w.e.f. August 14, 2018)	
<b>Company Secretary &amp; Compliance Officer</b>	Ms. Seema Gangawat	
<b>Auditors</b>	M/s. R A Maru & Associates Chartered Accountants, Mumbai	
<b>Registered Office</b>	104, Venkatesh Chambers, 1 <sup>st</sup> Floor, Ghanshyam Talwatkar Marg, Fort, Mumbai - 400 001. CIN: L24110MH1992PLC069615 Tel. No.: 022-61446900 / 01, Fax No.: 022-66104355 Email: secretarial@ashokalcochem.com Website : <a href="http://www.ashokalcochem.com">http://www.ashokalcochem.com</a>	
<b>Plant</b>	Plot No. A-22/2/1, Mahad Industrial Area, Village Kamble, Mahad - 402 301. Dist : Raigad, Maharashtra.	
<b>Registrar &amp; Share Transfer Agent</b>	LINK INTIME INDIA PVT. LTD. C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083. Tel No: +9122 49186000 Fax: +91 22 49186060 Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>	
<b>Bankers</b>	IDBI Bank Ltd.	

INDEX OF CONTENTS	PAGE NO.
NOTICE OF 26 <sup>TH</sup> AGM	1 - 9
DIRECTORS' REPORT & CORPORATE GOVERNANCE REPORT	10 - 55
STANDALONE INDEPENDENT AUDITORS' REPORT	56 - 59
STANDALONE FINANCIAL STATEMENTS	60 - 105
CONSOLIDATED INDEPENDENT AUDITORS' REPORT	106 - 108
CONSOLIDATED FINANCIAL STATEMENTS	110 - 157
PROXY FORM	-



## NOTICE

**NOTICE** is hereby given that the Twenty Sixth Annual General Meeting of the Members of Ashok Alco-Chem Limited will be held on Monday, September 24, 2018 at 11.00 a.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Orion House, 6<sup>th</sup> 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 Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors' thereon.
2. To declare a dividend of Re. 1/- per equity share for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Sunil Shah (DIN:03567415) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. **Re-appointment of Mr. Purab Shah (DIN: 07490952) as an Executive Director & CEO**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other consents and permissions, as may be required under law, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Purab Shah (DIN: 07490952) as an Executive Director and Chief Executive Officer (CEO) of the Company for a further period of one year with effect from April 19, 2018, on such terms and conditions, including remuneration, as set out under the agreement executed by and between the Company and Mr. Purab Shah.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Purab Shah, including annual performance increments /incentives, as set out under the aforesaid agreement shall be within the limits as prescribed under Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits during the currency of tenure of Mr. Purab Shah as Executive Director & CEO of the Company, the remuneration be paid to Mr. Purab Shah as per the terms of the agreement shall be minimum remuneration, subject to requisite approval, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Ms. Seema Gangawat, Company Secretary & Compliance Officer, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies."

5. **Re-appointment and Payment of Remuneration to Cost Auditors**

To consider and if thought fit, to pass 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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company ratifies the re-appointment of M/s. N. Ritesh & Associates, Cost Accountants (Firm Registration No.R100675), as the Cost Auditors of the Company at the remuneration of Rs. 50,000/-

## ASHOK ALCO-CHEM LIMITED

Annual Report 2017-2018

---

(Rupees Fifty Thousand only) plus applicable taxes and out-of-pocket expenses payable at actual, to conduct the audit of cost records maintained by the Company relating to "Chemical Division" for the financial year 2018-19."

**For and on behalf of the Board**

**Place : Mumbai**

**Date: August 14, 2018**

**Sd/-**

**Seema Gangawat**

**Company Secretary & Compliance Officer**

**Registered Office:**

CIN: L24110MH1992PLC069615

104, Venkatesh Chambers,

1<sup>st</sup> Floor, Ghanshyam Talwatkar Marg,

Fort, Mumbai - 400 001.

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

Email: [secretarial@ashokalcochem.com](mailto:secretarial@ashokalcochem.com)

Website: [www.ashokalcochem.com](http://www.ashokalcochem.com)

**NOTES:**

- 1) The explanatory statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of the business as set out in item nos. 4 and 5 of the notice is annexed hereto.

The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI LODR Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed as "**Annexure-1**".

- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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 carrying voting rights. 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.

The instrument appointing the 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 AGM.

- 3) Corporate Members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Act, are requested to send to the Company, a certified copy of the relevant board resolution together with the specimen signature(s) of the representative(s) who are authorized to attend and vote on their behalf at the AGM.
- 4) The Register of Members and Share Transfer Books of the Company shall remain closed on Tuesday, September 18, 2018.
- 5) The dividend, if declared, at the AGM, will be paid on or after Tuesday, September 25, 2018:-
  - to those Members holding shares in physical form, whose names appear on the Register of Members of the Company on close of business hours on Monday, September 17, 2018 ("Record Date");
  - in respect of the shares held in dematerialized form, the dividend will be paid to the Members whose names are furnished by



the National Securities Depository Limited and the Central Depository Services (India) Limited as the beneficial owners as at the close of business hours on Monday, September 17, 2018 (“Record Date”).

- 6) The Company will disburse the dividend vide ECS/NECS to those shareholders whose requisite particulars are available and to other shareholders vide dividend warrants/cheques. The intimation of dividend payout/dispatch will be sent within the statutory period.
- 7) In accordance with SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 & BSE Circular No. LIST/COMP/15/2018-19 dated July 5, 2018, the Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number (PAN), bank mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participants (DP) in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents ( “RTA”) viz. Link Intime India Pvt. Ltd in case the shares are held by them in physical form.

The address of Company's RTA is as follows:

**M/s. Link Intime India Pvt. Ltd.,**

C-101, 247 Park,

L. B. S. Marg, Vikhroli (West),

Mumbai - 400 083.

Phone: Tel - 022-49186000 Fax - 022-49186060

E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

- 8) SEBI vide notification dated June 8, 2018, has mandated that securities of listed companies shall be transferred only in dematerialized form w.e.f. December 5, 2018. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company's RTA - Link Intime India Pvt. Ltd for assistance in this regard.
- 9) Members, Proxies and Authorized Representatives are requested to bring, the attendance slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No., along with their copy of the Annual Report at the time of attending the meeting. Please note that Annual Report copies shall not be available/distributed at the AGM venue.
- 10) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA - Link Intime India Pvt. Ltd, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- 11) In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 12) Members desirous of seeking any information with regard to 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.
- 13) 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 RTA - M/s. Link Intime India Pvt. Ltd. Therefore, Members are requested to send their communication directly to them in future.
- 14) Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the registered office of the Company on all working days between 11 a.m. to 4.00 p.m. except Saturday, Sunday and public holidays upto the date of the AGM.

## ASHOK ALCO-CHEM LIMITED

Annual Report 2017-2018

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- 15) The Notice of the 26<sup>th</sup> AGM along with the Annual Report 2017-18 are being sent through the electronic mode to Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the Annual Report. For Members, who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may also note that Annual Report for the financial year ended March 31, 2018 including Notice of the 26<sup>th</sup> AGM is also available on the Company's website at [www.ashokalcochem.com](http://www.ashokalcochem.com)
- 16) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's RTA - Link Intime India Pvt. Ltd. in case the shares are held by them in physical form.
- 17) As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to the Company's RTA - M/s. Link Intime India Pvt. Ltd., Members holding shares in electronic form may submit the same to their respective DP.
- 18) Unclaimed Dividend - details are available on website - <http://www.ashokalcochem.com/InvestorUpdate.html>
- 19) The route map showing directions to reach the venue of the 26<sup>th</sup> AGM is annexed.
- 20) Voting through electronic means:
  - I. In compliance with provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of SEBI LODR Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited ("NSDL") on all resolutions set forth in this notice, through remote e-voting. The instructions for e-voting are given herein below.
  - II. The facility for voting through ballot paper shall be made available at the venue of the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The Board of Directors has appointed M/s. Jay Mehta & Associates, Company Secretaries (Certificate of Practice No. 8694) as the Scrutinizer to scrutinize the remote e-voting process as well as voting at AGM in a fair and transparent manner.
  - V. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

**Details on Step 1 are mentioned below:**

How to Log-in to NSDL e-voting website?

    1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
    2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
    3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.





4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. 16 Digit Beneficiary ID
b) For Members who hold shares in demat account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on



## ASHOK ALCO-CHEM LIMITED

Annual Report 2017-2018

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Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. **Select "EVEN" of Company, which is 109150.**
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jaymehtaandassociates@gmail.com](mailto:jaymehtaandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Other Instructions

- (i) The remote e-voting period commences on Thursday, September 20, 2018 (9:00 am) and ends on Sunday, September 23, 2018 (5:00 pm). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, September 17, 2018, i.e. cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (ii) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (iii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) However if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.
- (iv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (v) The results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company at [www.ashokalcochem.com](http://www.ashokalcochem.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT, IS GIVEN BELOW:**

**Item No. 4:**

Pursuant to the provisions of section 196, 197, 203 read with Schedule V and other relevant provisions of the Act, the Board of Directors of the Company had appointed Mr. Purab Shah as an Executive Director & CEO of the Company for a period of two years effective April 19, 2016 up to April 18, 2018, which was subsequently approved by the Members at the 24<sup>th</sup> AGM of Company held on September 22, 2016.

The term of Mr. Purab Shah as Executive Director & CEO was getting over on April 18, 2018, however, considering the current affairs of the Company, valuable contribution provided by him during his tenure and his expertise, rich experience and business insight, the Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, re-appointed Mr. Purab Shah as an Executive Director & CEO of the Company at its meeting held on February 12, 2018 for a further period of one year with effect from April 19, 2018 and the same is placed before the Members for approval.

**Brief Profile**

Mr. Purab Shah holds a degree in M.Sc. (Chemistry) from Mumbai University along with an MBA. He started his career as an Entrepreneur - Chemical Manufacturer with a successful Chemical Business and has around 20 years of extensive experience and expertise in chemical business along with Manufacturing, R & D, Project and New Business Developments.

Brief resume of Mr. Purab Shah, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, as required under Regulation 36 of the SEBI LODR Regulations and Secretarial Standards are as below:

Name of Director	Mr. Purab Shah
Director Identification Number (DIN)	07490952
Date of Birth (Age)	September 14, 1977 (41 years)
Nationality	Indian
Date of first appointment	April 19, 2016
Qualifications	M.Sc. & MBA
Expertise in specific functional areas	Extensive experience and expertise in chemical business along with manufacturing, R&D, project and new business development
Terms and conditions of re-appointment	As per the agreement executed by and between the Company and Mr. Purab Shah.
Number of Meetings of the Board attended during the year ended March 31, 2018	Five
Relationship with other Directors / Managers/ Key Managerial Personnel	Not Applicable
Shareholding in Ashok Alco-Chem Limited	Nil
Directorships held in other Companies (excluding foreign, private and section 8 Companies)	Nil
Chairman/ Member of the Committee of the Board of Directors of other companies in which he is a Director	Nil
Remuneration details	Rs. 29,74,572 p.a.*