



**ASHAPURA
MINECHEM LIMITED**

Ref No.: Minechem/Stock Exch/Letter/7913

4th December, 2019

The Dy. General Manager,
Bombay Stock Exchange Limited
Corporate Relations & Services Dept.,
Phirojsha Jeejibhoy Towers,
Dalal Street,
Mumbai - 400 023.

The Dy. General Manager,
National Stock Exchange of India Ltd.,
Corporate Relations Dept.,
Exchange Plaza,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051.

Scrip Code: 527001

Scrip Code: ASHAPURMIN

Dear Sir/Madam,

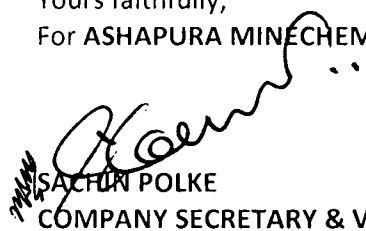
Sub: Annual Report of the Company for the Financial Year 2018-19

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Annual Report of the Company for the financial year 2018-19.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For ASHAPURA MINECHEM LTD.


SACHIN POLKE
COMPANY SECRETARY & VP (Group Affairs)

Encl.: As Above

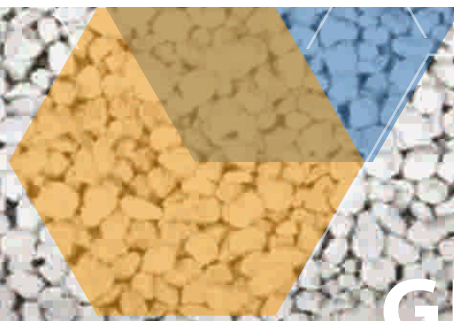
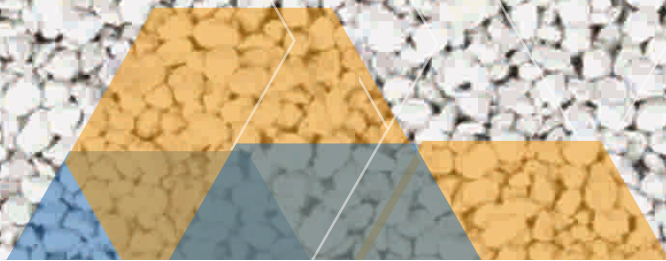
Regd. Office :

Jeevan Udyog Building, 3rd Floor, 278, D. N. Road, Fort, Mumbai - 400 001. (India)
Tel. : +91-22 6665 1700 Email : info@ashapura.com www.ashapura.com
CIN No. L14108MH1982PLC026396



**ASHAPURA
MINECHEM LIMITED**

ANNUAL REPORT 2018-19



GLOBAL MULTI MINERAL SOLUTIONS

REGISTERED OFFICE

Jeevan Udyog Bldg., 3rd Floor,
278, D. N. Road, Fort,
Mumbai – 400 001.
Tel No. : +91-22-66221700
Fax No. : +91-22-22074452
Website : www.ashapura.com

PLANT LOCATION

1. Village Baraya, Bhuj-Mundra Highway,
Tal. Mundra, Kutch, Gujarat.
2. Chitra, GIDC Bhavnagar,
Gujarat.
3. Village Paddhar,
Taluka - Bhuj, Dist. Kutch, Gujarat.
4. Mamuara,
Taluka - Bhuj, Dist. Kutch, Gujarat.
5. KINFRA Apparel Park,
Menamkulam, Thiruvananthapuram,
Kerala.
6. Industrial Area,
Baikampady, Mangalore.

REGISTRAR & SHARE TRANSFER AGENT

M/s. Link Intime India Pvt. Ltd.
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083.
Tel No. : +91-22-49186000
Fax No.: +91-22-49186060
E-mail : rnt.helpdesk@linkintime.co.in



SHAREHOLDERS INFORMATION

The Company's Securities are listed on the following Stock Exchanges :

1. Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.
2. National Stock Exchange of India Limited
"Exchange Plaza", Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051.

ASHAPURA MINECHEM LIMITED

BOARD OF DIRECTORS

Shri Chetan Shah
(DIN :- 00018960)

Executive Chairman
(w.e.f. 24.10.2019)

Shri Rajnikant Pajwani
(DIN :- 00086007)

**Whole-Time Director &
Chief Executive Officer**
(Resigned w.e.f. 01.06.2019)

Shri Harish Motiwalla
(DIN :- 00029835)

**Non-Executive,
Independent Director**
Chairman - Audit Committee

Shri. Ashok Kadakia
(DIN :- 00317237)

**Non-Executive,
Independent Director**

Shri Abhilash Munsif
(DIN :- 02773542)

**Non-Executive,
Independent Director**

Shri Pundarik Sanyal
(DIN :- 01773295)

**Non-Executive,
Independent Director**

Smt. Navita Gaiha
(DIN :- 07248115)

**Non-Executive,
Independent (Woman) Director**

Shri Sachin Polke

**Company Secretary &
Vice President (Group Affairs)**

Shri Ajay Pahlod

Chief Executive Officer

Shri Ashish Desai

Chief Financial Officer

M/s. P A R K & Company

Statutory Auditors

Bank of India
Other Banks in the Consortium

Bankers

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NOTES

- Your Company had under appropriate and relevant provisions of the Insolvency and Bankruptcy Code, 2016 (IBC) moved to the National Company Law Tribunal (NCLT), Mumbai Bench, on 12th December, 2018. The said petition was admitted by the NCLT and by its order dated 15th March, 2019 and Corporate Insolvency Resolution Process (“CIRP”) was initiated for the Company with effect from 15th March, 2019.
- By the same Order, Shri Arun Chadha (Registration no. as IBBI/IPA-001/IP-P00165/2017-18/10334) was appointed as an Interim Resolution Professional (‘IRP’) of the Company and pursuant to the provisions of Section 17 of IBC, the power of the Board of Directors of the Company stood suspended and such powers were to be exercised by the said IRP from the date of the afore said NCLT order.
- Further, the Hon’ble National Company Law Appellate Tribunal (NCLAT) had vide its order dated 8th April, 2019, stayed the above referred NCLT Order to the exception that the Interim Resolution Professional (IRP) may function and report to the office.
- Subsequently, upon filing an application for withdrawal of insolvency proceedings from NCLT, Mumbai Bench, the Hon’ble National Company Law Appellate Tribunal (NCLAT), vide its order dated 30th September, 2019, set aside the said order of the NCLT, Mumbai Bench dated 15th March, 2019. The said order of NCLAT also ordered the closure of the insolvency proceedings at NCLT, Mumbai. Consequently, the appointment of Shri Arun Chadha as an IRP stood cancelled and the Company was released from all the rigours of law and was allowed to function independently under the able guidance and authority of the Board of Directors w.e.f. 30th September, 2019.
- Accordingly, your Company was under CIRP during the period 15th March, 2019 to 30th September, 2019.
- Whilst the Company was under CIRP, the Registrar of Companies, Mumbai, on an application made by the IRP requesting for an extension for convening the 38th Annual General Meeting for the Financial Year ended 31st March, 2019, granted vide an order dated 3rd September, 2019, an extension of three months for holding 38th Annual General Meeting of the Company.



NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of **ASHAPURA MINECHEM LIMITED** will be held on **Friday, 27th December, 2019 at 3.00 p.m. at Rangaswar Hall, 4th Floor, Y. B. Chavan Centre, General Jagannath Bhosale Road, Nariman Point, Mumbai - 400021**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2019, together with the Auditors' and Directors' Reports thereon.
2. To appoint a Director in place of Shri Chetan Shah (DIN-00018960) who retires by rotation and being eligible, offers himself for re-appointment.
3. **Ratification of remuneration of 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 all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, as amended from time to time and subject to such guidelines and approval as may be required, appointment of M/s. S. K. Rajani & Co., Cost Accountants as Cost Auditors, for conducting audit of the cost accounting records relating to the Company's Products for the Financial Year 2019-2020 at a remuneration of Rs. 1,91,250/- (Rupees One Lakh Ninety One Thousand Two Hundred Fifty only) per annum plus Goods & Service Tax, as confirmed and acknowledged by the Interim Resolution Professional (IRP) and subsequently confirmed by the Board of the Company, be and is hereby ratified."

SPECIAL BUSINESS:

4. **Re-designation of Shri Chetan Shah (DIN - 00018960) as an Executive Chairman of the Company:**

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 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) and in terms of recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors, the Company hereby accords its approval and consent for the redesignation of Shri Chetan Shah (DIN-00018960) as an 'Executive Chairman' of the Company, for a period of 3 years with effect from 24th October, 2019 on terms and conditions including remuneration as are set out in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice and which forms part of the Agreement between the Company and Shri Chetan Shah, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the duly authorised Committee of the Board including the Nomination & Remuneration Committee) to alter and vary the terms and conditions of the said appointment, including the remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the concerned/appropriate authorities, as may be required in this regard."

5. **Re-appointment of Shri Harish Motiwalla (DIN: 00029835) as Non-Executive, Independent Director of the Company:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Act and the applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations) (including any statutory modifications or re-enactment thereof), and in terms of recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors, Shri Harish Motiwalla (DIN: 00029835), who was appointed as an Independent Director of the Company, whose period of office expired on 24th September, 2019 and who has submitted a declaration confirming the criteria of independence under Section 149(6) of the Act and Regulation 16 of the Listing Regulations, be and is hereby re-appointed as a Non-Executive Independent Director, not liable to retire by rotation and who shall hold office for a second term of five consecutive years with effect from 25th September, 2019, on the Board of the Company.

"RESOLVED FURTHER THAT pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 approval of the Members of the Company be and is hereby accorded to Shri Harish Motiwalla who shall attain the age of 75 years in March 2020, during the above term of re-appointment, to continue such appointment as Non-Executive Independent Director of the Company for five years on the same terms and conditions of such re-appointment even after attaining the age of 75 years."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all the acts, deeds and things which are incidental and ancillary to give effect to this resolution."

6. Re-appointment of Shri Abhilash Munsif (DIN - 02773542) as Non-Executive, Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Act and pursuant to Regulation 17 & other applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications or re-enactment thereof), and in terms of recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors, Shri Abhilash Munsif (DIN: 02773542), Independent Director of the Company, whose period of office expired on 24th September, 2019 and who has submitted a declaration confirming the criteria of independence under Section 149(6) of the Act and Regulation 16 of the Listing Regulations, be and is hereby re-appointed as a Non-Executive Independent Director, not liable to retire by rotation and who shall hold office for a second term of five consecutive years with effect from 25th September, 2019, on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all the acts, deeds and things which are incidental and ancillary to give effect to this resolution.”

By Order of the Board of Directors

**Sd/-
SACHIN POLKE
COMPANY SECRETARY &
VICE PRESIDENT (GROUP AFFAIRS)**

Mumbai, 13th November, 2019

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 INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
 3. 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.
 4. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send a duly certified copy of the Board Resolution authorising him/them to attend and vote at the meeting.
 5. Members are requested to bring their copies of Annual Report and Attendance Slip for attending the Meeting.
 6. Brief details of the Director(s), who are seeking appointment/re-appointment, are annexed hereto as per requirements of the Regulation 36(3) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.
 7. Members are requested to address all correspondences, including dividend matters, if any, to the Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083.
 8. The members are requested to intimate, well in advance, to the Company and to the Depositories, as the case may be, of the changes in their addresses with the postal pin code numbers and also the e-mail ids & particulars of their Bank Account Numbers to minimise the chances of fraudulent encashment of the future dividend warrants/cheques/drafts, if any.
 9. Members, holding shares in physical form, may avail of the facility of nomination in terms of Section 72 of the Act and rules made thereunder, by filing prescribed Form No. SH. 13 (in duplicate) with the Company’s Registrar & Share Transfer Agent. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants (DP).
- During the Financial Year 2018-19, the Securities and Exchange Board of India (“SEBI”) and the Ministry of Corporate Affairs (“MCA”) has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. In view of the above and the inherent benefits of holding shares in electronic form, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form.
10. The Company’s Transfer Books will remain closed from 21st December, 2019 to 27th December, 2019 (both days inclusive).
 11. Queries on accounts and operations of the Company, if any, may please be sent to the Company at cossec@ashapura.com, at least three days in advance of the Meeting so that the answers may be made available at the Meeting.



12. The Ministry of Corporate Affairs (MCA) has adopted/implemented "Green Initiative in Corporate Governance" allowing paperless compliances by Companies through electronic mode. The Companies are now permitted to send various notices/documents to its shareholders through electronic mode to the registered email addresses of the shareholders.

To support this green initiative and to receive communication from the Company through electronic mode, members who have not registered their e-mail addresses and holding shares in physical form are requested to contact the Company's Registrar & Share Transfer Agent and register their e-mail ID and Members holding shares in dematerialised form are requested to contact their Depository Participant (DP). Members may please note that notices, annual reports, etc. will also be available on the Company's website viz. www.ashapura.com.

13. The Notice of the Meeting along with the Annual Report 2018-2019 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has specifically 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.
14. The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/ DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated the registration of Permanent Account Number (PAN) and Bank Account Details of all their shareholders holding shares in physical mode through their RTA.

Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company's RTA, viz. M/s. Link Intime India Pvt. Ltd., by sending self-attested copy of PAN Card along with self-attested legible copy of Aadhar/passport/utility bill (not older than 3 months) and Original cancelled cheque leaf containing the Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.

In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it, Members are requested to submit the Original cancelled cheque leaf along with legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the Officer of the same Bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

E-Voting Facility:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the 38th Annual General Meeting (AGM), by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at 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 instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on **Tuesday, 24th December, 2019 at 9.00 a.m. and ends on Thursday, 26th December, 2019 at 5.00 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, i.e. **Friday, 20th December, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field, as printed on communication enclosed with the Annual Report.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach 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 the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" 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 Resolution 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **20th December, 2019**.

(vi) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **20th December, 2019**, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or cossec@ashapura.com.



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- VI 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.
- VII Shri Virendra Bhatt, Practicing Company Secretary (Membership No. 1157) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- IX The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and 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.
- XI The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ashapura.com and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited & the National Stock Exchange of India Limited.

By Order of the Board of Directors

**Sd/-
SACHIN POLKE
COMPANY SECRETARY &
VICE PRESIDENT (GROUP AFFAIRS)**

Mumbai, 13th November, 2019

Registered Office:
Jeevan Udyog Building,
3rd Floor, 278,
Dr. D. N. Road, Fort,
Mumbai – 400 001

CIN: L14108MH1982PLC026396

Ashapura Minechem Limited

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

Item No.: 4

Re-designation of Shri Chetan Shah as an Executive Chairman of the Company:

The Company was under the Corporate Insolvency Resolution Process (CIRP) by an order of National Company Law Tribunal (NCLT), Mumbai Bench, dated 15th March, 2019. Accordingly the authority of the Board of Directors was under suspension and the Insolvency Resolution Professional (IRP) was in charge of the affairs of the Company. Shri Rajnikant Pajwani, the designated Whole Time Director & CEO, had during the time of CIRP, resigned from his position as such w.e.f. 1st June, 2019 and submitted his resignation to the aforesaid IRP. Later, the Hon'ble National Company Law Appellate Tribunal (NCLAT), vide its order dated 30th September, 2019, set aside the said order of the NCLT, dated 15th March, 2019 as also ordered the closure of the insolvency proceedings at NCLT, Mumbai. Consequently the Company was saved from all the rigours of law and was allowed to function independently under the able guidance and authority of the Board of Directors w.e.f. 30th September, 2019.

As such, keeping in mind the provisions of Company's Act, 2013 ("The Act") and the Listing Regulations, the Board of Directors, after considering the recommendation of Nomination and Remuneration Committee, the present business scenario as also taking into account dynamics of the mining business thought it fit in the best interest of the Company and proposed that Shri Chetan Shah, being one of the Promoters of the Company and having wide exposure; experience and expertise in the mining industry and business development, should occupy an Executive position in the Company.

Accordingly, Shri Chetan Shah, co-founder of the Company and who has more than three decades of experience in the field of mining & minerals industry, was re-designated as an Executive Chairman of the Company for a period of 3 years w.e.f. 24th October, 2019, on such terms and conditions that forms part of the agreement, the key excerpts of same are reproduced below and which are subject matter of Member's approval.

a.	Salary	:	Rs. 5,00,000/- (Rupees Five Lakhs only) per month, with authority to the Board to sanction increments, subject to the overall limits and the provisions of the Companies Act, 2013.
b.	Perquisites & other Allowances	:	Perquisites & other allowances shall be paid in addition to the Salary as per the policy of the Company but within the overall limit, if any, prescribed under the Companies Act, 2013, as amended from time to time. He shall also be entitled to receive the following: - a) Contribution to Provident Fund, Superannuation Fund and Gratuity as per the rules of the Company. b) Encashment of leave at the end of tenure.

The above details may be treated as an abstract of terms under the provisions of the Companies Act, 2013.

Shri Chetan Shah aged 64 years is a commerce graduate and his skills in marketing are well established. He has supervised operational & marketing functions of the Ashapura Group's mineral portfolio which among other includes bentonite, bauxite, kaolin, barites and their derivatives/by-products. Under his guidance, the Group has achieved excellence in exports of bauxite and other value added products. His able guidance & immense knowledge of minerals/its derivatives and its usage in various industry has helped Ashapura Group to be a leader in bentonite/bauxite industry.

The specified information required under Section II of Part II of the Schedule V of the Act, while seeking approval/consent of the shareholders, for Payment of Remuneration to Shri Chetan Shah, Executive Chairman, is listed out herein below:

I		General Information :	
1.	Nature of Industry	Mining and Mineral Processing Industry	
2.	Date or expected date of commencement of commercial production	19 th February, 1982	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
4.	Financial performance based on given indicators:	(Rs. in Lakhs)	
		2018-2019	2017-2018
	Paid up Capital	1,739.72	1,739.72
	Reserves & Surplus	(41,887.87)	(34,406.27)
	Revenue from Operations	33,717.86	23,918.84
	Other Income	963.11	997.92
	Total Expenditure	(39,528.06)	(30,277.99)
	Exceptional Items	(2,584.36)	(1,512.20)
	Profit before Taxation	(7,431.45)	(6,873.44)
	Tax Expenses including Deferred Tax	-	-
	Profit after Taxation	(7,431.45)	(6,873.44)
	Managerial Remuneration	30.00	30.00



5.	Foreign investments or collaborators, if any	The holdings of Foreign Portfolio Investor (Corporate), Foreign Institutional Investors and NRIs as on 31 st March, 2019 is 28.28% of the equity share capital.
II Information about the Appointee :		
1.	Background details	The background details/profile of Mr. Chetan Shah are stated in 'Annexure - A' to this Notice.
2.	Past remuneration	Shri Chetan Shah was Chairman (Non-Executive) accordingly he was paid sitting fees for attending the Board Meetings of the Company.
3.	Recognition or awards	-
4.	Job profile and his suitability	An Executive Chairman of the Company is entrusted with the responsibility of overall supervision and day-to-day management of the affairs of the Company, subject to superintendence & direction of the Board of Directors.
5.	Remuneration proposed	As stated in the explanatory statement above.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration proposed to be paid to Shri Chetan Shah has been determined after taking into consideration the current state of affairs & financial performance of the Company.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Shri Chetan Shah has no pecuniary relationship with the Company except for the proposed remuneration paid to him as an Executive Chairman of the Company. Shri Chetan Shah is not related to any of the Managerial Personnel of the Company.
III Other Information:		
1.	Reasons of loss or inadequate profits	The Company along with regular expenditure items also provided for certain exceptional items in respect of shipping claims, which ultimately resulted in negative bottom line/net loss for the year under review.
2.	Steps taken or proposed to be taken for improvement & expected increase in productivity and profits in measurable terms	Company's renewed focus on Bentonite in which it enjoys an admirable global standing along with its development in newer bulk industrial minerals such as silica quartz offers both, a certain degree of resilience and growth in the scale of business. The Company has also undertaken initiatives to automate & standardise certain manufacturing, packaging & logistical processes designed to increase efficiency and rationalise costs. Further, the Company is endeavoring to explore inventive concepts & theories to improve the quality of its products; target & seize opportunities both at domestic & international market for better stability, expansion & payback for the Company.
IV. Disclosures:		
The elements of remuneration to be paid to Shri Chetan Shah are as stated in explanatory statement above.		

Further, pursuant to provisions of Section 203 of the Act, he shall be recognized as Key Managerial Personnel (KMP) of the Company.

In view of above and pursuant to provisions of Section 196 of the Act, approval of the shareholders is sought for his appointment as an Executive Chairman of the Company, on terms & conditions of his appointment and remuneration that forms part of the agreement executed by and between the Company and Shri Chetan Shah.

The copy of the agreement containing terms & conditions of the appointment of an Executive Chairman executed between the Company and Shri Chetan Shah is available for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. upto the date of ensuing Annual General Meeting.

Shri Chetan Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as an Executive Chairman of the Company.

Shri Chetan Shah and his relatives are concerned or interested in the said resolution as set out in Item No. 4 of the accompanying Notice.

Ashapura Minechem Limited

Save and except the above, none of the Directors, Managers or any other Key Managerial Personnel and their respective relatives is/are concerned or interested in the said Resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company accordingly recommend the Resolution as set out in Item No. 4 accompanying the Notice for the approval of Shareholders of the Company as an Ordinary Resolution.

Item No.: 5 & 6

Shri Harish Motiwalla and Shri Abhilash Munsif, Independent Directors of the Company were appointed for a period of five consecutive years from the conclusion of 33rd Annual General Meeting held on 25th September, 2014, in terms of the resolution passed at the aforesaid Annual General Meeting. The term of both the Directors accordingly expired on 24th September, 2019 on completion of five consecutive years of appointment within the meaning of Section 149 of the Companies Act, 2013 (the Act) read with the Listing Regulations.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to 5 consecutive years on the Board of a Company but shall be eligible for re-appointment for another term of up to five consecutive years on passing a special resolution by the Company. Based on their performance evaluation and recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') Shri Harish Motiwalla and Shri Abhilash Munsif, being eligible for re-appointment as Independent Directors have offered themselves for re-appointment, are proposed to be re-appointed as Independent Directors for another term of Five consecutive years with effect from 25th September, 2019, and will not be liable to retire by rotation.

The said Directors have also submitted their declaration of independence, as required pursuant to section 149(7) of the Act stating that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Copies of the draft Letters of Appointment of the Independent Directors are available for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days upto the date of ensuing Annual General Meeting.

In terms of Regulation 17(1A) of the Listing Regulations as amended and as duly recommended by the Nomination and Remuneration Committee, the re-appointment of Shri Harish Motiwalla who shall attain the age of 75 years in March 2020 and the re-appointment of Shri Abhilash Munsif now aged 77 years is proposed by the Board of Directors seeking Members' approval by way of Special Resolution for their continuation as a Non-Executive Independent Directors, even after attaining age of 75 years.

The Board is of the opinion that the above-mentioned Independent Directors possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to have their association with the Company as Independent Directors.

In the opinion of the Board, the aforesaid Directors fulfil the conditions specified in the Act read with the Rules made thereunder and the Listing Regulations for being appointed as Independent Directors of the Company and are independent of the management.

Brief profile of Shri Harish Motiwalla and Shri Abhilash Munsif who are proposed to be appointed as Independent Directors, as required under Secretarial Standard on General Meeting ('SS-2') and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is given herein below in Annexure A.

Shri Harish Motiwalla and Shri Abhilash Munsif are not disqualified from being appointed as Directors in terms of Section 164 of the Act and are eligible for payment of sitting fees and commission, if any, as payable to Non-Executive directors of the Company.

Except Shri Harish Motiwalla and Shri Abhilash Munsif, none of the other Directors or Key Managerial Personnel ('KMP') or their relatives, are in any way concerned or interested, financially or otherwise, in the Resolutions at Item Nos. 5 & 6

The Board of Directors of your Company accordingly recommends the Resolution as set out in Item No. 5 & 6 of the accompanying Notice for the approval of Shareholders of the Company as Special Resolution.

By Order of the Board of Directors

**Sd/-
SACHIN POLKE
COMPANY SECRETARY &
VICE PRESIDENT (GROUP AFFAIRS)**

Mumbai, 13th November, 2019

Registered Office:

Jeevan Udyog Building,
3rd Floor, 278,
Dr. D. N. Road, Fort,
Mumbai – 400 001

CIN: L14108MH1982PLC026396



Annexure - A'

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

Name of Director	Shri. Chetan N. Shah	Shri. Harish Motiwalla	Shri. Abhilash Munsif
Date of Birth	28.01.1955	24.03.1945	27.11.1942
Qualification	Commerce Graduate	Chartered Accountant, LL.B.	B.com, ACA - London
Brief Profile & Expertise in specific functional areas	He has more than 3 decades of experience in the Bentonite/Bauxite business. Under his guidance, Ashapura Group has achieved excellence in exports of Bauxite/Bentonite and other value added products.	Shri Harish Motiwalla is a practicing Chartered Accountant and has a vast expertise in the field of Accounts, Finance and Corporate Governance.	He has held several positions at CFO / CAO / Director Level, with several organs of United Nations in Switzerland, Asia & Africa and with High Level Commissions like "South Commission" comprising 18 countries & Summit level group of Developing Countries (G-15) comprising 15 countries. He has also worked with 'World Intellectual Property Organization (Geneva) as the Director of Finance for 8 years.
Relationship with other Directors / Managers / Key Manager Parsonel	N.A	N.A	N.A
Directorship in other Public Companies	<ol style="list-style-type: none"> 1. Ashapura Claytech Ltd 2. Ashapura Industrial Finance Ltd 3. Ashapura Aluminium Ltd 4. Prashansa Ceramics Ltd 	<ol style="list-style-type: none"> 1. Excel Industries Ltd. 2. Hitech Plast Ltd. 3. Gujarat Organics Ltd. 4. Multibase India Ltd. 5. Balkrishna Paper Mills Ltd 6. Orient Abrasives Ltd. 7. Ashapura International Ltd. 8. Ashapura Perfoclay Ltd. 	<ol style="list-style-type: none"> 1. Bombay Minerals Ltd.
Chairmanship / Membership of the Committees of the Board*	Membership <ol style="list-style-type: none"> 1. Ashapura Minechem Ltd.-SRC 	Chairmanship <ol style="list-style-type: none"> 1. Ashapura Minechem Ltd-AC 2. Excel Industries Ltd-AC 3. Hitech Corporation Ltd-AC 4. Multibase India Ltd-AC Membership <ol style="list-style-type: none"> 1. Ashapura International Ltd- AC 2. Orient Abrasives Ltd-AC 3. Excel Industries Ltd-SRC 4. Multibase India Ltd-SRC 5. Ashapura Perfoclay Ltd-AC 	Membership <ol style="list-style-type: none"> 1. Ashapura Minechem Ltd-AC 2. Bombay Minerals Ltd-AC
No. of shares held in the Company as on 31.03.2019	1,35,43,814 Equity Shares	500 Equity Shares	-

* Represents only Membership of Indian Public Companies and Chairmanship of Indian Public Listed Companies of the Audit Committee (AC) and the Stakeholders Relationship Committee (SRC).

Ashapura Minechem Limited

DIRECTORS' REPORT

To
The Members,

Your Directors are pleased to present the 38th Annual Report of the Company together with the Audited Financial Statements (Standalone & Consolidated) for the year ended 31st March, 2019.

1. FINANCIAL RESULTS AND PERFORMANCE:

(Rs. In Lakhs)

	Ashapura Minechem Ltd.		Consolidated	
	2018-2019	2017-2018	2018-2019	2017-2018
Net Sales / Income from Operations	33,717.86	23,918.84	62,136.59	79,436.43
Less: Total Expenditure	37,253.08	27,872.10	64,897.42	80,920.07
Profit / (Loss) from Operations before Dep., Other Income and Exceptional Items	(3,535.22)	(3,953.26)	(2,760.83)	(1,483.64)
Less: Depreciation	2,274.98	2,405.89	3,251.73	3,850.57
Profit / (Loss) from Operations before Other Income and Exceptional Items	(5,810.20)	(6,359.15)	(6,012.56)	(5,334.21)
Add: Other Income	963.11	997.92	1,701.67	738.91
Profit / (Loss) before Exceptional Items, share of net profit of investments accounted for using the equity method and Tax	(4,847.09)	(5,361.23)	(4,310.89)	(4,595.29)
Share of net profit of Joint Ventures & associates accounted for using the equity method	-	-	1,213.97	2,788.30
Profit / (Loss) before exceptional items	(4,847.09)	(5,361.23)	(3,096.92)	(1,806.99)
Less: Exceptional Items	(2,584.36)	(1,512.20)	29,074.60	1,512.21
Profit / (Loss) before tax	(7,431.45)	(6,873.43)	(32,171.52)	(3,319.20)
Tax Expenses				
Current Tax	-	-	730.00	1,660.50
Earlier Year's Tax	-	-	4.49	(78.48)
Deferred Tax	-	-	(216.47)	(384.64)
Profit / (Loss) after tax	(7,431.45)	(6,873.43)	(32,689.54)	(4,516.58)
Profit attributable to non-controlling interest	-	-	412.45	0.18
Profit / (Loss) for the year	(7,431.45)	(6,873.43)	(33,101.99)	(4,516.39)

During the Financial Year ended 31st March 2019, the Company on a stand-alone basis achieved revenues of Rs. 33,717.86 Lakhs from operations as against Rs. 23,918.84 Lakhs in the previous year, the substantial increase in revenues was principally on account of higher domestic ore sales & Bentonite. The Company registered a loss before exceptional items of Rs. 4,847.09 Lakhs which was marginally lower than the loss before before exceptional items of Rs. 5,361.23 Lakhs incurred in the previous year.

On a consolidated basis the Company achieved revenues of Rs. 62,136.58 Lakhs during the Financial Year ended 31st March 2019. Whereas, the Loss before exceptional items was Rs. 3,096.93 lakhs as compared to Rs. 1,806.99 lakhs in the previous financial year. On account of the changes in the status of two subsidiaries and one joint venture company in the third quarter of the Financial Year 2018-19, the consolidated financial results of the Financial Year ended 31st March 2019 are not comparable to those of the previous financial year.

2. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR 2018-2019:

The Company, on 12th December, 2018 moved to the National Company Law Tribunal (NCLT), Mumbai Bench, under appropriate and relevant provisions of the Insolvency and Bankruptcy Code, 2016 (IBC). The said petition was admitted by the NCLT and by its order dated 15th March, 2019, Corporate Insolvency Resolution Process ("CIRP") was initiated for the Company with effect from 15th March, 2019. By the same Order, Shri Arun Chadha (Registration no. as IBBI/IPA-001/IP-P00165/2017-18/10334) was appointed as an Interim Resolution Professional ("IRP") of the Company and pursuant to the provisions of Section 17 of IBC, the power of the Board of Directors of the Company stood suspended and such powers were to be exercised by the said IRP.



Further, the Hon'ble National Company Law Appellate Tribunal (NCLAT) had vide its order dated 8th April, 2019, stayed the above referred NCLT Order to the exception that the IRP may function and report to the office.

In furtherance, upon filing an application for withdrawal of insolvency proceedings from NCLT, Mumbai Bench, the Hon'ble NCLAT, vide its order dated 30th September, 2019, set aside the said order of the NCLT, Mumbai Bench dated 15th March, 2019. The said order of NCLAT also ordered the closure of the insolvency proceedings at NCLT, Mumbai. Consequently, the appointment of Mr. Arun Chadha as an IRP stood cancelled and the Company was released from all the rigours of law and as such was allowed to function independently under the able guidance and authority of the Board of Directors w.e.f. 30th September 2019.

3. DIVIDEND:

Considering the net loss for the year and financial position of the Company, your Directors have not recommended any Dividend for the year ended 31st March, 2019.

4. TRANSFER TO RESERVES:

During the financial year under review, no amount has been transferred to the General Reserves .

5. DEPOSITS:

Your Company has not accepted any amount as deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

6. SUBSIDIARIES AND JOINT VENTURES:

I. Business performance and overview of the principal subsidiaries and joint venture companies:

Subsidiaries:

a. Bombay Minerals Limited (BML)

The year under review was challenging for the Company on account of muted exports of Bauxite ore. High Government levies such as export duties have eroded the competitiveness of Indian Bauxite versus other global suppliers. Despite this, the Company made efforts to stay in line with the total revenue comparing with the previous year. In view of the timely measures taken by the management, the Company could lower down its loss for the period under review.

b. The other overseas subsidiaries and joint ventures of the Company in UAE, Oman exhibited modest increases in revenues and profits.

II. Companies which ceased to be subsidiary, associate and/or joint venture:

During the year under review, ASQ Connect Ltd., one of the creditors, with whom the Company had entered into a settlement agreement of US \$ 45 million payable over 25 years and had entered a Pledge Agreement to secure the said settlement; terminated the said agreement and invoked pledge of shares of the Company's two Indian Subsidiaries and a joint venture Company on 19th September, 2018 and 4th October, 2018. Accordingly, 100% shares of a Wholly owned Subsidiary, Ashapura International Limited; 47.86% shares of a Subsidiary Company Bombay Minerals Limited; and Company's entire holding of 50% in a Joint venture Company, Ashapura Perfoclay Limited have been taken over by the said creditor on trigger of these pledged shares. The Company is suitably challenging the said invocation of pledge by the creditor.

Considering the above, as on date, Ashapura International Limited and Ashapura Perfoclay Limited cease to be the Wholly Owned Subsidiary and Joint Venture Company and that the Company now holds only 52.14% of Bombay Minerals Limited's shares.

III. Material Subsidiaries:

As required under Regulations 16(1)(c) and 46 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations), the Board of Directors have approved the Policy for determining Material Subsidiaries. The details of the Policy are available on the Company's website at www.ashapura.com/investor-corner.php

7. CONSOLIDATED FINANCIAL STATEMENTS:

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, the Consolidated Financial Statements of the Company and its subsidiaries & associates, have been prepared in accordance with the Indian Accounting Standards, which forms part of this Annual Report. Further, pursuant to the provisions of the said section, a statement containing salient features of the financial statements of the Company's subsidiaries and associate companies (in Form AOC - 1) is given in this Annual Report.

Ashapura Minechem Limited

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements including consolidated financial statements, financial statements of subsidiaries and all other documents required to be attached to this Report have been uploaded on the website of the Company at www.ashapura.com/investor-corner.php

8. STATUS OF THE PENDING LITIGATIONS:

A. SHIPPING MATTERS:

The Contracts of Affreightment ('COA') were entered into by the Company with Shipping Companies - viz. [1] Pacific Basin I.H.X. (UK) Ltd. (Pacific Basin) [2] Eitzen Bulk A/S [now known as Ultrabulk A/S] (Ultrabulk) and [3] Armada Singapore Pte Ltd. (Armada), (collectively referred to as 'COAs')

In pursuance to dispute with regards to termination of COAs, the above said shipping companies, obtained favourable foreign arbitration awards, which were subsequently declared enforceable by the Hon'ble Bombay High Court.

In the matter of Pacific Basin and Ultrabulk, ASQ Connect Limited (ASQ), a Company incorporated under the laws of England and Wales, purchased the enforceable rights to recover the decreed amount by way of assignment deeds. Pursuant to these deed of assignment, ASQ entered into a settlement agreement with the Company wherein it will recover USD 45 million over a period of 25 years on terms and conditions as prescribed in the said settlement agreement. On account of alleged breach of settlement agreement, ASQ Connect Ltd. has filed two execution applications in Bombay High Court for recovery of their debt, your Company is suitably defending the same.

In the matter of Armada, the said shipping company has filed an execution application in Hon'ble Bombay High Court for recovery of its claims granted by the awards dated 16th February, 2010. By virtue of a decree execution order passed by the Hon'ble. Bombay High Court on 31st October, 2018, Armada, against its claims, has taken symbolic possession of certain unencumbered assets of the Company.

B. FOREX DERIVATIVES:

In case of Forex Derivatives Contract, the Company, based on legal opinion obtained, has taken a stand that these contracts are void and are not legally enforceable. It has been further advised by the counsels that the Company can take legal actions for challenging the validity of the said contracts.

The Company has approached the Bankers and has successfully settled the claims amicably with most of the bankers.

Proceedings filed by HDFC Bank Limited and J P Morgan are pending at various stages in the Tribunals and Court of Law and are being suitably dealt with. However an amicable settlement with HDFC Bank has been signed and is in process of being settled.

9. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31st MARCH, 2019 AND 13th NOVEMBER, 2019 (DATE OF THE REPORT):

Other than as stated elsewhere in this report, there are no material changes and commitments affecting the financial position of the Company between the end of the current financial year and the date of this report.

10. SIGNIFICANT AND MATERIAL ORDERS BY THE REGULATIONS:

Other than as stated elsewhere in this report, during the year under review, the Company has not received any significant or material order passed by any regulatory authority, court or tribunals which shall affect the going concern status of the Company.

11. MEETINGS OF THE BOARD:

During the year under review, five (5) meetings of the Board of Directors were convened before Commencement of corporate Insolvency Resolution Process (CIRP). The dates of the meetings are provided in the Report on Corporate Governance which forms a part of this Annual Report.

12. DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of Section 134(5) of the Companies Act, 2013 read with the rules made there under, including any enactment or re-enactment thereon, (the Companies Act, 2013), the Directors hereby confirm that:

- a. in the preparation of the annual accounts, the applicable Indian Accounting Standards had been followed along with proper explanation relating to material departures;



- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Retire by Rotation:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of your Company, Shri Chetan Shah, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

The details as required under the provisions of the Companies Act, 2013 and Listing Regulations are provided in the Notice convening the ensuing Annual General Meeting.

B. Re-designation of Shri Chetan Shah, as an Executive Chairman of the Company:

The Board of Directors at its meeting held on 24th October, 2019, considering the recommendations of Nomination & Remuneration committee as also considering dynamics of the mining business viz-a-viz the need and the turn of events, proposed that Shri Chetan Shah (DIN-00018960) should occupy the driver's seat and lead the Company by assuming the position as an 'Executive Chairman' of the Company.

Accordingly, Shri Chetan Shah was re-designed as an Executive Chairman of the Company, for a period of three years with effect from 24th October, 2019, on the terms & conditions that forms part of the agreement, which is subject to the approval of the Shareholders of the Company. In terms of provisions of the Companies Act, 2013, from the date of appointment of Shri Chetan Shah as an Executive Chairman, he is forthwith considered as a Key Managerial Personnel (KMP) of the Company.

Accordingly, pursuant to provisions of the Companies Act, 2013, resolution seeking approval of the shareholders for his re-designation as an Executive Chairman of the Company forms part of Notice convening 38th Annual General Meeting.

C. Re-appointment of Non-Executive, Independent directors:

As stated earlier, the Company was under CIRP from 15th March, 2019 to 30th September, 2019 and during that time the tenure of Shri Harish Motiwalla (DIN-00029835) and Shri Abhilash Munsif (DIN-02773542) as Independent Directors had to be renewed for another term of five years w.e.f. 25th September, 2019. Accordingly, the Board of Directors at its meeting held on 24th October, 2019, on the basis of the performance evaluation; taking into account recommendation of Nomination & Remuneration committee and considering their experience, expertise & valuable contribution made by them during their tenure, decided to consent and confirm to have renewed the term of Shri. Harish Motiwalla and Shri. Abhilash Munsif as Non-Executive Independent Directors, for another term of five years w.e.f 25th September, 2019, subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company.

Further, Regulation 17(1A) of the Listing Regulations, effective from 1st April, 2019, also requires companies to obtain approval of shareholders by passing a special resolution for appointment or continuation from any Non-Executive Director who has attained the age of seventy-five (75) years.

The Company has received declarations from the said Directors confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013.

Accordingly, in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and provisions of Listing Regulations, special resolution seeking approval of the shareholders for their re-appointment as Non-Executive, Independent Directors on the Board of Directors of the Company forms part of Notice convening 38th Annual General Meeting.

The relevant details of Shri Harish Motiwalla and Shri Abhilash Munsif as required pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations are furnished in the Notice of the ensuing Annual General Meeting.

D. Resignation of Whole Time Director & Chief Executive Officer :

Shri Rajnikant Pajwani (DIN: 00086007) resigned from his position of Whole-Time Director & Chief Executive Officer (CEO) of the Company citing his personal commitment towards his family and was relieved from his services as such w.e.f. 1st June, 2019. Since, the Company was then under CIRP, his resignation was submitted to the kind attention of Shri Arun Chadha, IRP which was subsequently taken on record and ratified by the Board of Directors at its meeting held on 24th October, 2019.

Your Directors take this opportunity to express their appreciation for the purposeful contribution made by him during his long association of 43 years at different levels and positions with Ashapura Group.

E. Declaration by Independent Directors:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the provisions of Section 149(6) of the Companies Act, 2013 read with schedules & rules issued thereunder as well as Regulation 16 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

F. Appointment of Key Managerial Personnel (KMP):

- a. In accordance with the provisions of Sections 2(51) and 203 of the Companies Act, 2013, Shri Sachin Polke, Company Secretary & Vice President (Group Affairs) is recognized as the KMP of the Company.
- b. From the date of appointment of Shri Chetan Shah as an Executive Chairman w.e.f. 24th October, 2019, he is forthwith considered as a KMP of the Company.
- c. During the time, when the Company was under CIRP, the Interim Resolution Professional, as on 12th June, 2019, in his capacity and to comply with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), had nominated and appointed Shri Ajay Phalod as Chief Executive Officer (CEO) of the Company and Shri Ashish Desai as Chief Financial Officer (CFO) of the Company, to carry out the functions/duties as may be entrusted upon them in terms of provisions of the Companies Act, 2013, Listing Regulations and/or any other applicable legislations, till the time the Company would be under CIRP.

Later, the Board of Directors at its meeting held on 24th October, 2019, considering the applicable provisions of law, decided to ratify the appointments of Shri Ajay Phalod as CEO and Shri Ashish Desai as CFO of the Company and that they continue to be considered as KMP's.

- d. In addition, the following Executives of your Company have been recognized as whole-time Key Managerial Personnel to perform such duties/ functions as may be assigned to them under their prescribed designation and/or generally and specifically assigned to them by the Board of Directors and/or its Committee from time to time:
 1. Smt. Surekha Sathe - Vice President – IT
 2. Shri Akhilesh Sinha - Vice President - HR

14. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The information required under Section 197(12) of the Companies Act, 2013, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in "**Annexure - A**" to this Report.

Further, the statement containing particulars of employees in terms of section 197(12) of the Companies Act, 2013, read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate statement and that forms part of the annual report.

Considering the provisions to Section 136 of the Companies Act, 2013, the annual report, excluding the aforesaid statement, is being sent to the shareholders of the company and others entitled thereto. The said statement is available for inspection of members at the Registered Office of the Company during working hours upto the date of the Annual General Meeting and shall be made available to any shareholder on request.

15. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:

Particulars of loans given, investments made, guarantees given and securities provided in accordance with the provisions of Section 186 of the Companies Act, 2013, are given in the Notes to Financial Statements (Please refer to Note no. 5 & 6).



16. DISCLOSURES ON POLICIES ADOPTED BY THE COMPANY:

A. Nomination & Remuneration Policy:

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board of Directors, based on the recommendations of the Nomination & Remuneration Committee, adopted a Policy for selection and appointment of Directors, Key Managerial Personnel & Senior Management and for determining their remunerations, qualifications, positive attributes and independence of Directors. The policy also ensures that the relationship of remuneration to performance is clear so as to meet appropriate performance benchmark.

The Policy on Nomination & Remuneration is available on the website of the Company viz. www.ashapura.com/investor-corner.php. The details about the Nomination & Remuneration Committee and payment of remuneration to the Directors are provided in the Report on Corporate Governance which forms part of this Annual Report.

B. Performance Evaluation Policy and Annual Performance Evaluation:

The Board of Directors adopted the performance evaluation policy with an objective of evaluating the performance of each and every Director of the Board, Committees of the Board including the performance of the Board as a whole, which would contribute significantly to performance improvements at all the three levels i.e. the organizational, the board and the individual director level, which in turn would help in increased accountability, better decision making, enhanced communication and more efficient Board operations.

Accordingly, pursuant to the provisions of Companies Act, 2013, Listing Regulations and Performance Evaluation Policy of the Company, the Board of Directors, in consultation with the Nomination & Remuneration Committee and Independent Directors, carried out & analysed the annual performance evaluation of all the Directors, the Board as a whole and its Committees.

The annual performance evaluation was carried out based on detailed questionnaires drafted in accordance with the guidance note issued by SEBI. The performance of the individual Directors was evaluated after seeking inputs from all the Directors other than the one who is being evaluated. The evaluation was based on the criteria such as Director's knowledge and understanding of their role, Company's vision and mission, Director's Commitment, qualification, skill and experience, assertiveness in communication, etc.

The performance of the Board was evaluated on the basis of various criteria such as composition of the Board, information flow to the board, matters addressed in the meeting, strategic issues, roles and functions of the Board, relationship with the management, engagement with the Board and external stakeholders and other development areas.

The performance of the Committees was evaluated after seeking the inputs of committee members on the criteria such as understanding the terms of reference, Committee composition, Independence, contributions to Board decisions etc.

Further, the performance of Chairman & Executive Director were evaluated on certain additional parameters depending upon their roles and responsibilities such as leadership, relationship with stakeholders, execution of business plans, risk management, development of plans and policies in alignment with the vision and mission of the Company, etc.

Similarly, criteria for evaluation of Independent Directors include effective deployment of knowledge and expertise, willingness to devote time and efforts towards his/her role, high ethical standards, adherence to applicable codes and policies, effective participation, etc.

The Independent Directors had met separately on 11th March, 2019 and discussed, inter-alia, the performance of Non-Executive Chairman, Whole-Time Director & Chief Executive Officer of the Company and the Board as a whole. The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance.

The Board evaluation report on performance of each individual Director and the Board as a whole was placed before the Board of Directors for appropriate analysis and confirmation.

Based on the annual performance evaluation, the Board expressed its satisfaction with the performance evaluation process.

C. Corporate Social Responsibility Policy:

The Company has adopted the Corporate Social Responsibility (CSR) Policy in accordance with the provisions of Section 135 and Schedule VII of the Companies Act, 2013. The CSR Policy lays down the guiding principles for social welfare programs/projects for the benefit of different segments of the society, especially the deprived, under-privileged and differently abled persons. The Policy is available on the website of the Company viz. www.ashapura.com/investor-corner.php. The Composition of the CSR Committee is given in the Report on Corporate Governance.

During the year under review, considering the continued reflection of negative Net Worth; taking into account the operational & financial performance, your Company has not specifically made provision for CSR activities for the Financial Year 2018-2019 as required under Section 135 of the Companies Act, 2013.

D. Vigil Mechanism - Whistle Blower Policy:

The Company has vigil mechanism named a Whistle Blower Policy, in compliance with the provisions of Section 177 of the Companies Act, 2013 and Listing Regulations, wherein the employees/directors can report the instances of unethical behavior, actual or suspected fraud, mismanagement or any violation of the Code of Conduct and/or laws applicable to the Company and seek redressal. This mechanism provides appropriate protection to a genuine Whistle.

The said Policy is available on the website of the Company viz. www.ashapura.com/investor-corner.php. During the year under review, no compliant has been received under the Whistle Blower Policy (Vigil Mechanism).

E. Risk Management Policy:

The Board of Directors of your Company has laid down a Risk Management Policy that identifies elements of risks involved in all the activities of the Company and the same are systematically addressed through mitigating actions on a continuing basis. The policy is reviewed by the Audit Committee on regular basis considering the industry & global risk associated with the business of the Company.

F. Prevention of Sexual Harassment at Workplace:

The Company has zero tolerance for sexual harassment of women at workplace and has adopted a Policy for prevention, prohibition and redressal of sexual harassment at workplace, in terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder and constituted Internal Complaint Committee (ICC) for safe working environment where all employees treat each other with courtesy, dignity and respect, irrespective of their gender, race, caste, creed, religion, place of origin, sexual orientation, disability, economic status or position in the hierarchy.

The ICC which has been constituted as per the policy in this regards, provides a forum to employees to lodge Complaints, if any, therewith for appropriate redressal.

During the year, no complaint was lodged with the ICC nor any such instance was reported and the management is happy to take the same on record. The said Policy is available on the website of the Company viz. www.ashapura.com/investor-corner.php.

G. Related Party Transactions Policy:

Pursuant to the applicable provisions of the Companies Act and Listing Regulations, the Company has in place the Policy on Related Party Transactions and the same is uploaded on Company's website at www.ashapura.com/investor-corner.php. This policy deals with the review and approval of related party transactions.

All transactions with related parties are approved by the Audit Committee prior to entering into any kind of transactions. The Audit Committee has after obtaining approval of the Board of Directors, laid down the criteria for granting omnibus approval for transactions which are repetitive in nature and entered in the ordinary course of business and at an arm's length basis which also forms part of the Policy. The said omnibus approval is granted for one financial year at a time. Moreover to monitor due compliance, all related party transactions are placed before the Audit Committee & the Board on a quarterly basis, specifying the nature, value and terms & conditions of the transactions for their review and confirmation.

During the year under review, all the transactions entered pursuant to the contracts and arrangements with related parties under Section 188 (1) of the Companies Act, 2013, were on arm's length basis and in the ordinary course of business. Further, there were no material related party transactions entered into by the Company during the financial year under review and hence, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act 2013 in Form AOC-2 is not applicable to your Company.

The details of related party transaction are disclosed in the notes to Financial Statements. (Note No. 38).

17. AUDIT COMMITTEE:

The Company has in place an Audit Committee in terms of the requirements of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 of the Listing Regulations. Detailed information pertaining to the Audit Committee including its composition, meeting, etc. has been provided in the Corporate Governance Report, which forms part of this Annual Report.



18. AUDITORS AND AUDITORS' REPORT

A. Statutory Auditors:

M/s. P A R K & Co., Chartered Accountants were appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 41st Annual General Meeting to be held in the year 2022. M/s. P A R K & Co., have confirmed their eligibility and qualification required under Section 139, 141 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Auditors' Report for the financial year ended 31st March, 2019 on the financial statements (standalone & consolidated) of the Company forms part of this Annual Report.

Auditors' Observations:

In reference to the observation made by Auditors in their Report, the Company, without prejudice to the other available options and having moved the Hon'ble National Company Law Tribunal (NCLT), has been admitted by its Order dated 15th March, 2019 and the said order is sub-judice. The Company is now under Corporate Insolvency Resolution Process (CIRP) and is managed by Interim Resolution Professional (IRP).

However, upon filing an application for withdrawal of insolvency proceedings from NCLT, Mumbai Bench, the Hon'ble National Company Law Appellate Tribunal (NCLAT), vide its order dated 30th September, 2019, set aside the said order of the NCLT, Mumbai Bench dated 15th March, 2019. The said order of NCLAT also ordered the closure of the insolvency proceedings at NCLT, Mumbai. Consequently, the appointment of Shri Arun Chadha as an IRP stood cancelled and the Company was released from all the rigours of law and was allowed to function independently under the able guidance and authority of the Board of Directors w.e.f. 30th September, 2019.

B. Branch Auditors:

In terms of provisions of Section 139, 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, M/s. Sri Sessa & Ravi, Chartered Accountants, Chennai, appointed as the Branch Auditors for carrying out the audit of the books of accounts of the Company's Branches at Chennai and Kodur and as such holds their office till the conclusion of the 41st Annual General Meeting to be held in the year 2022.

C. Cost Auditors:

Pursuant to the provisions of Section 148 of the Companies Act, 2013, M/s. S. K. Rajani & Co., Cost Accountants were appointed as the Cost Auditors of the Company to conduct audit of the Company's Cost Accounting Records in respect of the products of the Company for the financial year 2019-2020 at the remuneration of Rs. 1,91,250/- (Rupees One Lakh Ninety One Thousand Two Hundred Fifty only) per annum plus Goods & Service Tax.

Your Company has received consent from M/s. S. K. Rajani & Co., Cost Accountants, to act as the Cost Auditors of your Company for the financial year 2019-2020 along with a certificate confirming their independence. As per the provisions of the Companies Act, 2013, a resolution seeking approval of the Shareholders for the remuneration payable to the Cost Auditors forms part of the Notice convening Annual General Meeting.

The Cost Audit Report for the financial year 2017-2018 was filed with the Ministry of Corporate Affairs on 7th September, 2018.

D. Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company had engaged the services of Shri Virendra G. Bhatt, Company Secretary in Practice, Mumbai to undertake the Secretarial Audit of the Company for the financial year ended 31st March, 2019.

The Secretarial Audit Report in **Form No.: MR – 3** for the Financial Year ended 31st March, 2019 is annexed with this report as **"Annexure - B"**.

Secretarial Auditor's Observations:

Your Directors would like to bring to the kind notice of the Members that considering the Company's 'Sick' status, its financial condition and the pertinent CIRP status, the Company was finding it difficult to induct able and willing candidates who could hold fiduciary positions including that of the Chief Financial Officer i.e. Key Managerial Personnel as required under the provisions of the Companies Act, 2013.

However, to comply with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Interim Resolution Professional, Shri Arun Chadha nominated and appointed Shri Ashish Desai as Chief Financial Officer (CFO) of the Company, with effect from 12th June, 2019, to carry out the functions / duties as may be entrusted upon them in terms of provisions of the Companies Act, 2013, Listing Regulations and/or any other applicable legislations, till the time the Company faced CIRP.

Later, the Board of Directors at its meeting held on 24th October, 2019, decided to ratify the appointment of Shri Ashish Desai as Chief Financial Officer (CFO) of the Company and that he shall continue to be considered as the Key Managerial Personnel to be in compliance with the provisions of the Company's Act, 2013.

19. INTERNAL (FINANCIAL) CONTROL SYSTEM & THEIR ADEQUACY:

The Company has an adequate Internal Control System commensurate with the size, scale and nature of its operation. The Audit Committee reviews the adequacy and effectiveness of Internal Control System.

The Company appointed M/s. Atul HMV & Associates LLP, Chartered Accountants as its Internal Auditors for Financial Year 2018-2019 which carries out the periodic audit as per the Scope of Work approved by the Audit Committee. The Audit Committee of the Board of Directors of the Company periodically reviews the Internal Audit Reports submitted by the Internal Auditors. Internal Audit observations and corrective action taken by the Management are presented to the Audit Committee. The status of implementation of the recommendations are reviewed by the Audit Committee on a regular basis and concerns, if any, are reported to the Board. The Company is taking due action to ensure that the Internal Control is strengthened in all the areas of operations!

Besides this, the Company has also implemented 'SAP' Systems, an advanced IT business solution platform, to achieve standardized operations that ensures seamless data and information flow. This would further ensure ease in working environment & style and shall enable the Company to be in line with the best global practices.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Companies Act, 2013, are provided in "Annexure - C" to this Report.

21. EXTRACT OF ANNUAL RETURN :

The Extract of Annual Return of the Company in Form MGT-9 as provided under Section 92(3) of the Companies Act, 2013 is annexed herewith as "Annexure - D" to this Report.

Further, in accordance with the provisions of Section 92(3) of the Companies Act, 2013, the copy of Annual Return of the Company is available on its website at: www.ashapura.com/investor-corner.php

22. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A report on 'Corporate Governance' along with the Certificate from M/s. P A R K & Co., Chartered Accountants regarding its compliance and 'Management Discussion and Analysis' Report as stipulated under Regulation 34 of the Listing Regulations are set out separately which forms part of this Report.

23. ACKNOWLEDGEMENT:

Your Directors wish to express their appreciation for the assistance and co-operation received from the financial institutions, banks, employees, investors, customers, members & shareholders and all other business associates for the continuous support given by them to the Company and their confidence in its management during the year under review and look forward for their contributed support in future.

For and on Behalf of the Board of Directors
SD/-
CHETAN SHAH
EXECUTIVE CHAIRMAN
(DIN: 00018960)

Place : Mumbai
Date : 13th November, 2019

E. & O.E. are regretted



"ANNEXURE - A"

INFORMATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FY 2018-2019

- a) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year : **10.66 times***
* Ratio calculated on the basis of remuneration of Whole-time Director & CEO.
- b) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year : **5.46% (Company Secretary)**
- c) the percentage increase in the median remuneration of employees in the financial year: **10.28 %**
- d) the number of permanent employees on the rolls of company; **566 (Previous year 625)**
- e) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
- | | | |
|--|---|---------------|
| Overall Increased in salary | : | 0.46% |
| Increase in salary for Managerial person | : | 5.16% |
| Increase in salary for other than Managerial person | : | -0.03% |

Note: 1) The Managerial Personnel include the other Whole Time Key Managerial Personnel recognized by the Board of Directors of the Company.

- 2) Overall increase in salary as on 31.03.2019, could be mainly attributed to realigning of the manpower requirements and the attrition during the year under review

- f) affirmation that the remuneration is as per the remuneration policy of the company:

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel (KMP) and other employees is as per the remuneration policy of the Company.

Note: Considering the financial position of the Company and the negative Effective Capital for the year ended 31st March, 2018, calculated as per the provisions of Schedule V of the Companies Act, 2013, the Whole-time Director continued to receive minimum remuneration during the Financial Year 2018-2019 as prescribed under Schedule V of the of the Companies Act, 2013 and for which approval was obtained from the members of the Company at the Annual General Meeting held on 28th September, 2018.

For and on Behalf of the Board of Directors

**Sd/-
CHETAN SHAH
EXECUTIVE CHAIRMAN
(DIN: 00018960)**

Place : Mumbai
Date : 13th November, 2019

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Ashapura Minechem Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ashapura Minechem Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's statutory registers, minute books, forms and returns filed with the Registrar of Companies ("ROC") and other relevant records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company during the audit period covering the financial year ended on 31st March, 2019 has prima facie complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the statutory registers, minute books, forms and returns filed with the Registrar of Companies and other relevant records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under - Not Applicable during the audit period;
- (iv) Foreign Exchange Management Act, 1999 & the rules & regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2019:-

- (a) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) The Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) I further report that, I relied on the Compliance Report of various Laws placed before me by the Company.

I have also examined compliance with applicable provisions of the following and I am of the opinion that the Company has prima facie complied with the applicable provisions:

- a) Secretarial Standards 1 & 2 Issued by the Institute of Company Secretaries of India.
- b) The Listing agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, I am of opinion that the Company has prima facie complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except **the Company has not appointed Chief Financial Officer as required to be appointed under Section 203(1)(iii) of the Companies Act, 2013 during the period under review.**



I further report that:

- a) **Pursuant to an application made by the Company, the Hon'ble National Company Law Tribunal, Mumbai bench, vide its order No. C.P(IB)-4508/MB/2018&MA303/2019 dated 15th March, 2019 had ordered the commencement of the Corporate Insolvency Resolution Process ('CIRP') in respect of the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 ("the Code"). Thereafter, in accordance with Section 17 of the Code, the powers of the Board of Directors stood suspended and Mr. Arun Chadha, having registration No. IBBI/IPA-001/IP-P00165/2017-18/10334 was appointed as Interim Resolution Professional (IRP) of the Company for the management of the affairs of the Company.**
- b) I have not examined books of accounts and I rely on statutory auditor's reports in relation to the Financial Statements and accuracy of financial figures for Sales Tax, Value Added tax, Goods and Services Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Accounting Standards during my audit period and I have not verified the correctness and appropriateness of the books of accounts of the Company.
- c) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors & Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- d) As per the information provided, prima facie adequate notice is given to all directors to schedule the Board Meetings, agenda & detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.
- e) As per information provided and as per minutes of the meetings, decisions of the Board were unanimous and no dissenting views were found as part of minutes.
- f) There are prima facie adequate systems in the Company commensurate with the size & operations of the Company to monitor & ensure compliance with applicable laws, rules, regulations & guidelines subject to observations and qualifications, if any made by Statutory Auditors in their report.
- g) The management is responsible for compliances of all business laws along with maintenance of statutory registers/ records required by the concerned authorities and internal control of the concerned department.
- h) During the period under review, as per the information provided by the Company, the Compliance Officer has not granted any pre clearance approval to any of the Designated Persons during the closure of trading window period.

I further report that during the audit period, there were no instances of:

- i. Public / Right / sweat equity, Debentures etc;
- ii. Issue of equity shares under Employee Stock Option Scheme;
- iii. Buy-back of securities;
- iv. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013 which would have major bearing on the Company's affairs;
- v. Foreign Technical Collaborations;
- vi. Change of name pursuant to the Scheme of De-merger;

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Virendra G. Bhatt
ACS No – 1157
COP No – 124

Place: Mumbai

Date: 13th August, 2019

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY

a) Energy Conservation measures taken:

1. Process Heating –
 - Inbuilt system for waste heat recovery i.e. use Kiln- flue hot air in drier saves around 12-15% of the total fuel consumption.
 - Modification and installation of burner system for low temperature requirement in the Dryer by pass the use of kiln.
 - Periodic maintenance of all parts i.e. Lubrication using oil/grease, alignment, calibration, wear and tear management, replacement of damaged parts periodically, air to fuel ratio
 - Use of Integration of PLC- SCADA System along with VFD provision in dryer & kiln and further use of pyrometer for temperature control system.
 - Mostly use Sun drying for material to dry.
2. Motors and Equipment –
 - Modification of the simultaneous 2 step in RST machine reduces material losses and save time and energy in processing of clay mineral.
 - Use of efficiency enhancement tools in motors i.e. Installation of VFD in equipment's like induced draft fan, blunger, agitator and air blowers.
 - Use of specific capacity of equipment i.e. granulator, pulverizer, ball mill, jaw crusher, filter press, and types of grinding mills for various type of minerals with different hardness value.
 - Fabricated Vibrating sieve shaker to reduce manual interventions and time for process, increases effective retentions of material saves energy and time.
 - Installation of silo to feed material in bucket elevator avoiding manual feeding practices.
3. Lighting –
 - Energy-saving lighting include the use of day light by installation of turbo/natural fans and transparent sheets.
 - Dust ventilation and temperature reduction reduces power consumption at pilot plant.
 - Use of high-efficiency fluorescent fixtures and bulbs, and the new LED tube lighting.
4. Utilities –
 - Use of Trollies, Forklift and Hydraulic lifter are used to lift and shift the raw material and product.
5. Employees –
 - Encourage the employees to play a vital role in increasing the energy efficiency. Proper use of equipment and light component, employees are taking initiative to cut down the power consumption per day. New installation of CFL/LED bulbs and tube lights save electricity by 60-70%.
 - Power energy consumption and assessment done and process for overall contract load reduction by 50% (400 KVA to 200 KVA) saves cost by 20%.
 - Created awareness and training to employees for paperless working and materialize e-function and usages of software.

b) Impact of above measures:

The effect of above measures is imminent as, inspite the unit power cost going up from the grid, the overall power cost is within control.

B. TECHNOLOGY ABSORPTION

	2018-19	2017-2018
1. Efforts made towards technology absorption	<ol style="list-style-type: none"> 1. Speciality Mineral Products <ol style="list-style-type: none"> a. Developed value added products i.e. CrystaCIL/ MetaCIL - F/As/Fe products for water purification application. b. Development and performance evaluation of water treatment products for Heavy metal removal from drinking water/wastewater. c. Synthetic clay – an efficient adsorbent development for water treatment purpose. d. Development of Pharma grade minerals such as Attapulgit, Bentonite, Kaolin, GCC, Talc, MAS, etc. 	<ol style="list-style-type: none"> 1) Speciality Mineral Products <ol style="list-style-type: none"> a. Developed and scale up of BTA products of different grades with varied raw material compositions. b. Developed and scale up of HFST grade product using GG-bauxite, ATH and calcined bauxite. c. Development of mineral based adsorbent for various types of oil purification i.e. lube oil, transformer oil, ATF, engine oil, etc. d. Development of light weight insulating aggregates i.e. grog, SLA equivalent grades with high porosity for castable and refractory materials.



	<ul style="list-style-type: none"> e. Developed Attapulgite Mineral products for edible oil-purification and its stability using alkali hydroxide/ carbonate activation. f. Development of White Tabular Alumina (WTA) with promising value of AP & BD. g. Development of refractory products BTA- 91, BTA-95 using lean grade minerals and scale up process at Pilot Plant level. h. Development of Earthing Grade Material. i. Development of mineral based product for Tyre Oil purification. j. Organo-clay development - various grades for paint and plastic industry. k. Development of desiccant grade products using Attapulgite, Bentonite and Bauxite. <p>2. Industrial Functional Minerals</p> <ul style="list-style-type: none"> a. Upgradation and re-define use of lean grade Bentonite (Phase – 1 & 2 study completed). Approximately 4.5 lakhs MT of material is upgraded by use of additives/define processing. b. Optimization of processing parameters used for Bentonite activation RST and field activation parameters i.e. Drying Temperature & water quality effect. c. Activation study using Sigma mixing of Bentonite raw to enhance the material properties. d. Layer wise study of bentonite mines and its characterization. e. Scale-up implementation of High and Medium strength proppant production at plant level. f. Grindability study of various Mills and its impact on properties of Bentonite mineral. g. Upgradation of B-grade kaolin to A-grade kaolin through process optimization. h. Developed castable products and evaluate its performance by measuring the mechanical and chemical properties. 	<ul style="list-style-type: none"> e. Development of high strength ceramic balls using bauxite/alumina for ceramic bed, grinding media, etc. applications. f. Developed and scale up of attapulgite based foundry and catalysis grade products i.e. AP-100 and ASC-30 respectively, at plant level. g. Application & exploration of white bentonite in oral products, cosmetic, soap, detergent, hand wash. h. Development of mullite 60 and 70 from silliminite and low iron grade bauxite. <p>2) Industrial Functional Minerals</p> <ul style="list-style-type: none"> a. Bentonite based new products i.e. earthing grade, organo-clay, Snow white cat-litter are developed for further commercialization. b. Development of pharma grade mineral products i.e. attapulgite, bentonite, kaolin, talc, calcium carbonate, magnesium aluminum silicate. c. Cat-litter with improved or enhanced properties i.e. color, strength and light weight in various shapes are developed. d. Developed various applications of grade mineral based new product that can be used as desiccant (pharma and general grade), disinfectant, filter aid and coal additives application. e. Upgradation of lean grade raw materials i.e. bentonite and bauxite beneficiation and scale up process for its upgradation through trials at Mines. f. Mineral processing and testing work of resourced minerals i.e. sand, gypsum, magnesite, bentonite, iron-ore manganese and chromite ores. g. White bentonite feasibility study for various applications such as ceramic, glaze, paints and paper industry.
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	<ul style="list-style-type: none"> i. Feasibility of different low-grade Bauxite in making proppants. j. Silica Sand mines material quality evaluation and its suitability for various applications. k. Oil extraction and Bio-decomposition study using Spent Bleaching Earth. l. Characterization and use of processed agro-waste in Bleaching Clay product as active in-gradient. m. Evaluation of Kutch Bauxite suitability for Proppant application. n. COD removal from wastewater using mineral and natural organic material. 	<ul style="list-style-type: none"> h. Study of grinding effect on Bentonite using different Mills. i. Development of phosphate free gypsum and its use for cement industry. j. Development of light weight building materials such as block, bricks, boards, etc.
	<ul style="list-style-type: none"> o. Increase of Net Acidity value of Bleaching Clay through chemical treatment. p. Feasibility study of GCC mineral in Soap and detergent products and its performance evaluation. q. Evaluation of properties of resource silica sand samples and its suitability for various applications such as Frac Sand, Construction, Glass grade, etc. r. Iron removal study from Silica Sand. s. Fast settling process of suspended Clay to increase the production capacity. 	
	<p>3. White Performance Minerals & Products</p> <ul style="list-style-type: none"> a. Improvement of Kaolin properties such as flow point, Oil Absorption value, Gloss, Brightness, etc b. Development of meta-Kaolin for Cable and Construction industry. c. Evaluation of quality of Ground Calcium Carbonate resourced material and its suitability in manufacturing of FMB product. d. Route cause analysis for the GCC complaints received by customer. e. Development of Silane- Treated Kaolin and its feasibility for preparation in cost-effective manner. f. Delamination of Kaolin mineral and optimization of process of making commercial product. g. Development of various grade Kaolin products (hydrous, semi and fully calcined) as per the required specifications. h. Development of Kaolin for paper industry. 	<p>White Performance Minerals & Products</p> <ul style="list-style-type: none"> a. GCC - product improvement through identification of impurity source from raw material/process. b. Upgradation of bhuj kaolin from B to A-grade material. c. Development of paint grade-kaolin with enhanced optical properties and particle size. d. Meta-Kaolin product development for cable and construction. e. Development of calcined kaolin with enhanced properties such as improved oil absorption value and brightness. f. Development through processing and testing of resourcing silica sand for various grades of products/ applications such as frac-sand, foundry, glass, back-filling, construction grade.



	<p>4) Technology Absorption Center</p> <ul style="list-style-type: none"> a. Pilot scale trial of HAC-70 and HFST trial – SOP optimization. b. Production and process optimization of pilot trials for production of water treatment products such as Fe, As & F – removal media. c. Optimization of process for making BTA- 91, BTA-95 at Pilot Plant level. d. Pilot scale trials for pharma grade products of Talc, Kaolin, GCC and Bentonite. e. Pilot scale trial for Earthing grade material. f. Production trial of Iron removal media for water treatment application. 	<p>4) Technology Absorption Center</p> <ul style="list-style-type: none"> a. Scale-up of various products for refractories and water treatment adsorbent media. b. Process development for kaolin and bauxite products of 0.5 to 1.0 MT capacity. c. Grind ability studies of various minerals using various mills. d. Pilot scale processing and production of MetaCIL product.
	<p>5) Other Activities:</p> <ul style="list-style-type: none"> a. New Process and Application laboratory establishment for evaluation of product and its feasibility in application. b. NABL-Accreditation renewal of Advance Characterization Center facilities at IKC. c. 5S – certification process completed. d. Safety training and awareness program for IKC employees conducted through internal/external trainers. e. Initiated and working on paperless function or system to save energy and time. 	<p>5) Other Activities:</p> <ul style="list-style-type: none"> a. NABL-accreditation of Advanced Characterization Center facilities at IKC-Laboratory. b. 5S – certification process implemented in the working system.
<p>2. Benefits derived like product improvement, cost reduction, product development, import substitution, etc.</p>	<ul style="list-style-type: none"> a. In-house product development of Refractory aggregates i.e. Brown and White tabular Alumina at low temperature save energy and replaces the conventional products such as Fused Alumina products. b. The new range of niche product for Pharma and Water treatment industries, added value to the current business and in-house development, obviate the need to import such product which develop country economy. c. Establishment of New process cum application laboratory add value to the current product testing in terms of application. d. Scale-up of the developed R&D-products at Technology Absorption Center saves raw material, fuel, energy and time which require to optimize the SOP for product establishment at Plant. 	<ul style="list-style-type: none"> a. Developed product of BTA and HFST replacing CA and ATH with alternate low-cost material reduce the production cost. b. Different grades/types of products in cat-litter with additional features add up value to the existing grade products. c. Scale-up of products at Technology Absorption Center (TAC) saves Raw Material, Energy and Time required during the process optimization study. For setting up the process at Plant, production and quality team uses scale- up facilities for formulating the 0.5 – 1.0 MT trial at TAC facilities itself. d. The various grades mineral based products in area of refractory, water treatment, coating, paints, ceramic and construction applications developed through in-house research & development will boost up range of products in the basket and will enhance the business and profits in future.

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	<p>e. Introduction of low capacity machinery and equipment at TAC center and process laboratory make working job easier and economical processing of mineral and product at small scale.</p> <p>f. Mineral based efficient product development provides solutions to Oil and water treatment purification industries and introduce safe and economical solutions.</p>	<p>e. Upcoming in-house new facilities to test of microbial counts in pharma-grade minerals and water samples will boost up the research activities and save cost and time.</p> <p>f. Procurement of additional equipment facilities at Advanced Characterization Center will add value in terms of technical data and support to analyze new products categories.</p> <p>Expansion of process laboratory area and additional equipment's i.e. mixers, grinder, furnace, treatment column setup, larger sieves in TAC center further improve the pilot scale efficiency.</p>
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<p>3. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:</p> <p>a. Details of technology imported</p> <p>b. Year of import</p> <p>c. Whether the technology been fully absorbed</p> <p>d. If not fully absorbed, areas where absorption has not taken place, and the reasons therefore.</p>	<p>No technology has been imported in the last 3 years.</p>	<p>No technology has been imported in the last 3 years.</p>
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4. Expenditure on Research & Development:		
	2018-19 (Rs. In Lakhs)	2017-18 (Rs. In Lakhs)
a) Capital	114.25	80.02
b) Recurring	431.54	385.05
c) Depreciation and Amortization	107.28	115.86
d) Total	653.07	581.11
e) Total R&D Expenditure as a Percentage of total turnover	1.88%	2.33%

C. FOREIGN EXCHANGE EARNING OUTGO:

	2018-19 (Rs. In Lakhs)	2017-18 (Rs. In Lakhs)
a. Foreign Exchange earned in terms of actual inflows during the year(F.O.B.)	10,783.64	7,760.23
b. Foreign Exchange outgo during the year in terms of actual outflows	4,028.88	1,852.54

For and on Behalf of Board of Directors

Sd/-
CHETAN SHAH
EXECUTIVE CHAIRMAN
(DIN: 00018960)

Place: Mumbai
Date: 13th November, 2019



"ANNEXURE -D"

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2019
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L14108MH1982PLC026396
ii)	Registration Date	19/02/1982
iii)	Name of the Company	Ashapura Minechem Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares/Indian-Non Government Company
v)	Address of the Registered office and contact details	Jeevan Udyog Building, 3 rd Floor, 278, D. N. Road, Fort, Mumbai-400001 Tel. No.:022-66651700 Email Id: cosec@ashapura.com
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any: -	M/s. Link Intime India Pvt. Ltd. C-101, 247 Park, L. B. S Marg, Vikhroli (West), Mumbai – 400083 Tel.: +91-22-49186000; Fax: +91-22-49186060 E-mail: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/Services	% to total turnover of the Company
1.	Bentonite	08108	35.43%
2.	Bauxite	07292	46.68%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Bombay Minerals Ltd. Jamnagar-Dwarka Highway, Opp. Ashok Petrol Pump, Khambhalia, Gujarat – 361001	U14100GJ1953PLC000699	Wholly-owned Subsidiary	52.14%	2(87)
2.	Ashapura Aluminium Ltd. Plot No. 206, Madhapar, Bhuj Kutch, Gujarat – 370020	U27203GJ2007PLC051421	Wholly-owned Subsidiary	100%	2(87)
3.	Ashapura Consultancy Services Pvt. Ltd. Jeevan Udyog Building, 3 rd Floor, 278, D. N. Road, Fort, Mumbai - 01	U74140MH1993PTC075194	Wholly-owned Subsidiary	100%	2(87)
4.	Sharda Consultancy Pvt. Ltd. Jeevan Udyog Building, 3 rd Floor, 278, D. N. Road, Fort, Mumbai -01	U74140MH1993PTC075195	Wholly-owned Subsidiary	100%	2(87)
5.	Peninsula Property Developers Pvt. Ltd. Jeevan Udyog Building, 2 nd Floor, 278, D. N. Road, Fort, Mumbai - 01	U45202MH1997PTC109395	Wholly-owned Subsidiary	100%	2(87)
6.	Ashapura Resources Pvt. Ltd. Jeevan Udyog Building, 2 nd Floor, 278, D. N. Road, Fort, Mumbai - 01	U14200MH2013PTC242002	Wholly-owned Subsidiary	100%	2(87)
7.	Ashapura Claytech Ltd. Jeevan Udyog Building, 3 rd Floor, 278, D. N. Road, Fort, Mumbai - 01	U26939MH1995PLC090484	Subsidiary	99.44%	2(87)
8.	Prashansa Ceramics Ltd. Jamnagar-Dwarka Highway, Opp. Ashok Petrol Pump, Khambhalia, Gujarat – 361001	U51909GJ1995PLC028159	Subsidiary	48.28% (51.72% BML)	2(87)

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FOREIGN SUBSIDIARIES:					
9.	Ashapura Minechem (UAE) FZE – (AMUF) Leased Office Building- 2, Office No.2G-11, P.O. Box - 42236, Hamriyah Free Zone, Sharjah, U.A.E.	Foreign Company	Wholly-owned Subsidiary	100%	2(87)
10.	Ashapura Holdings (UAE) FZE - (AHUF) Leased Office Building- 2, Office No.2G-18, P.O. Box - 49270, Hamriyah Free Zone, Sharjah, U.A.E.	Foreign Company	Step Down Subsidiary	100% held by AMUF	2(87)
11.	PT Ashapura Resources Indonesia Plaza BII, Tower II, Lantai 25, Jl. M.H. Thamrin No. 31, Jakarta - Pusat 10350 (The Company is under voluntary Winding up procedure as per the local Law of the Company)	Foreign Company	Step Down Subsidiary	100% held by AMUF	2(87)
12.	Ashapura Maritime FZE E- Lease Office Building, Office No.56G-24, P.O. Box 2386, Hamriyah Free Zone, Sharjah, U.A.E.	Foreign Company	Step Down Subsidiary	100% held by AHUF	2(87)
13.	PT Ashapura Bentoclay Fareast Jl. Agung Niaga 2 Block G2/24, RT. 014/RW. 013, Kel. Sunter Agung, Kec. Tanjung Priok, Jakarta Utara – 14350	Foreign Company	Step Down Subsidiary	100% held by AHUF	2(87)
JOINT VENTURE COMPANIES/ASSOCIATE COMPANIES:					
14.	Ashapura Arcadia Logistic Pvt. Ltd. 5 th Floor, City Point, Opp. Town Hall, Jamnagar, Gujarat- 361001	U63032GJ2006PTC049157	Associate	50%	2(6)
15.	Ashapura Midgulf NV 2030 Antwerp, 12 Mulhouseaan Noord, Haven 158	Foreign Company	Joint Venture	50% (48.98 % held by AMUF & 1.02% by AML)	2(6)
16.	Ashapura Fareast SDNBHD (MALAYSIA) 24A (Room No. 1) Jalan 21/19, Sea Park, 46300 Petaling Jaya, Selangor Darul Ehsan, Malaysia	Foreign Company	Associate	25% held by AMUF	2(6)
17.	Sohar Ashapura Chemicals LLC PO Box 1160, Ruwi, Postal Code 112, Muscat, Sultanate of Oman	Foreign Company	Joint Venture	40% held by AHUF	2(6)
18.	Orient Abrasives Limited GIDC Industrial Area, Porbandar, Gujarat- 360577	L24299GJ1971PLC093248	Associate	36.01% Held by BML	2(6)
19.	Ashapura Dhofar Resources LLC Al Awadi Building, Floor No M – 2, P.O. Box 111, Postal Code 214, Salalah, Sultanate of Oman	Foreign Company	Joint Venture	70% held by AHUF	2(6)
20.	EMO Ashapura Energy and Mining Limited Bank of the North Building, Plot 785, Herbert, Macaula Way, Central Business District, Abuja, Nigeria	Foreign Company	Associate	48% held by AMUF	2(6)
21.	Ashapura Guinea Resources SARM, Guinea Koulewondy, 6 th Avenue Street, Immeuble ALY next to Dounia voyage; BP: 4082, Commune of Kaloum, Conakry, Republic of Guinea	Foreign Company	Associate	14.29% held by AHUF	2(6)



IV. SHARE HOLDING PATTERN:

(Equity share capital breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Sr. No.	Category of Shareholders	Shareholding at the beginning of the year [As on 1st April, 2018]				Shareholding at the end of the year [As on 31st March, 2019]				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	26513454	0	26513454	30.48	26513454	0	26513454	30.48	0.00
(b)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other (Specify)									
	Bodies Corporate	8093040	0	8093040	9.30	8093040	0	8093040	9.30	0.00
	Sub Total (A)(1)	34606494	0	34606494	39.78	34606494	0	34606494	39.78	0.00
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Government	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	34606494	0	34606494	39.78	34606494	0	34606494	39.78	0.00
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	118000	12000	130000	0.15	118000	12000	130000	0.15	0.00
(b)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Alternate Investment Funds	430000	0	430000	0.49	0	0	0	0.00	-0.49
(d)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Foreign Portfolio Investor	20805258	0	20805258	23.92	20862166	0	20862166	23.98	0.07
(f)	Financial Institutions / Banks	105952	0	105952	0.12	8200	0	8200	0.01	-0.11
(g)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Provident Funds/ Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (B)(1)	21459210	12000	21471210	24.68	20988366	12000	21000366	24.14	-0.54
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	0.00	0	0	0	0.00	0.00

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[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	15360416	310243	15670659	18.02	16886519	283243	17169762	19.74	1.72
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	6396802	0	6396802	7.35	5394387	0	5394387	6.20	-1.15
(b)	NBFCs registered with RBI	0	0	0	0.00	14400	0	14400	0.02	0.02
(c)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other (Specify)									
	Trusts	72000	0	72000	0.08	0	0	0	0.00	-0.08
	Hindu Undivided Family	813663	0	813663	0.94	889909	0	889909	1.02	0.09
	Non Resident Indians (Non Repat)	1325203	0	1325203	1.52	1546478	0	1546478	1.78	0.25
	Other Directors	22300	0	22300	0.03	28550	0	28550	0.03	0.01
	Non Resident Indians (Repat)	2361033	2000	2363033	2.72	2190232	2000	2192232	2.52	-0.20
	Clearing Member	952459	0	952459	1.09	252534	0	252534	0.29	-0.80
	Market Maker	14435	0	14435	0.02	12279	0	12279	0.01	0.00
	Bodies Corporate	3200840	77000	3277840	3.77	3801707	77000	3878707	4.46	0.69
	Sub Total (B)(3)	30519151	389243	30908394	35.53	31016995	362243	31379238	36.07	0.54
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	51978361	401243	52379604	60.22	52005361	374243	52379604	60.22	0.00
	Total (A)+(B)	86584855	401243	86986098	100.00	86611855	374243	86986098	100.00	0.00
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.00	0	0	0	0.00	0.00
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total (A)+(B)+(C)	86584855	401243	86986098	100.00	86611855	374243	86986098	100.00	0.00



(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2018]			Shareholding at the end of the year [As on 31st March, 2019]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Chetan Navnitlal Shah	13543814	15.57	0.00	13543814	15.57	0.00	0.00
2	Dina Chetan Shah	9202360	10.58	0.00	9202360	10.58	0.00	0.00
3	Estate of Late Navnitlal Ratanji Shah	129460	0.15	0.00	129460	0.15	0.00	0.00
4	Fizzah Navnitlal Shah	0	0.00	0.00	0	0.00	0.00	0.00
5	Manan Chetan Shah	2239220	2.57	0.00	2239220	2.57	0.00	0.00
6	Chaitali Chetan Shah	1255620	1.44	0.00	1255620	1.44	0.00	0.00
7	Himani Chetan Shah	142980	0.16	0.00	142980	0.16	0.00	0.00
8	Ashapura Industrial Finance Ltd.	8088000	9.30	0.00	8088000	9.30	0.00	0.00
9	Hemprabha Trading Co. Pvt. Ltd.	2520	0.00	0.00	2520	0.00	0.00	0.00
10	Gurbarga Trading Co. Pvt. Ltd.	2520	0.00	0.00	2520	0.00	0.00	0.00
	Total	34606494	39.78	0.00	34606494	39.78	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year [As on 1st April, 2018]		Transactions during the year		Cumulative Shareholding at the end of the year [As on 31st March, 2019]	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No of shares held	% of total shares of the company
1	Chetan Navnitlal Shah	13543814	15.57	-	0	13543814	15.57
2	Dina Chetan Shah	9202360	10.58	-	0	9202360	10.58
3	Estate of Late Navnitlal Ratanji Shah	129460	0.15	-	0	129460	0.15
4	Fizzah Navnitlal Shah	0	0.00	-	0	0	0.00
5	Manan Chetan Shah	2239220	2.57	-	0	2239220	2.57
6	Chaitali Chetan Shah	1255620	1.44	-	0	1255620	1.44
7	Himani Chetan Shah	142980	0.16	-	0	142980	0.16
8	Ashapura Industrial Finance Ltd.	8088000	9.30	-	0	8088000	9.30
9	Hemprabha Trading Co. Pvt. Ltd.	2520	0.00	-	0	2520	0.00
10	Gurbarga Trading Co. Pvt. Ltd.	2520	0.00	-	0	2520	0.00

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year [As on 1st April, 2018]		Transactions during the year		Cumulative Shareholding at the end of the year [As on 31st March, 2019]	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No of shares held	% of total shares of the company
1	ALBULA INVESTMENT FUND LTD	7857345	9.03			7857345	9.03
	AT THE END OF THE YEAR					7857345	9.03
2	LTS INVESTMENT FUND LTD	4100000	4.71			4100000	4.71
	AT THE END OF THE YEAR					4100000	4.71
3	ERISKA INVESTMENT FUND LTD	3757345	4.32			3757345	4.32
	AT THE END OF THE YEAR					3757345	4.32
4	LGOFF GLOBAL OPPORTUNITIES LIMITED	2998517	3.45			2998517	3.45
	AT THE END OF THE YEAR					2998517	3.45
5	NAYANA MAHENDRA RAMANI	1502750	1.73			1502750	1.73
	Market Buy			06 Apr 2018	15000	1517750	1.74
	Market Sell			03 Aug 2018	-15874	1501876	1.73
	Market Sell			14 Sep 2018	-31255	1470621	1.69
	Market Sell			21 Sep 2018	-51104	1419517	1.63
	Transfer			26 Oct 2018	30000	1449517	1.67
	Market Sell			09 Nov 2018	-25000	1424517	1.64
	Market Buy			30 Nov 2018	1000	1425517	1.64
	Market Buy			22 Mar 2019	10000	1435517	1.65
	AT THE END OF THE YEAR					1435517	1.65
6	INDIA MAX INVESTMENT FUND LIMITED	1257812	1.45			1257812	1.45
	Market Buy			15 Mar 2019	4593	1262405	1.45
	AT THE END OF THE YEAR					1262405	1.45
7	MAHENDRA JETHALAL RAMANI	932670	1.07			932670	1.07
	Market Sell			07 Dec 2018	-5000	927670	1.07
	Market Buy			01 Mar 2019	20000	947670	1.09
	Market Buy			08 Mar 2019	5000	952670	1.10
	AT THE END OF THE YEAR					952670	1.10
8	EDELWEISS CUSTODIAL SERVICES LIMITED	224141	0.26			224141	0.26
	Market Buy			06 Apr 2018	17454	241595	0.28
	Market Buy			13 Apr 2018	3855	245450	0.28
	Market Buy			20 Apr 2018	1021	246471	0.28
	Market Buy			27 Apr 2018	22985	269456	0.31
	Market Buy			04 May 2018	232980	502436	0.58
	Market Buy			11 May 2018	1166	503602	0.58
	Market Buy			18 May 2018	3441	507043	0.58



	Market Sell			25 May 2018	-45132	461911	0.53
	Market Sell			01 Jun 2018	-296436	165475	0.19
	Market Buy			08 Jun 2018	2070	167545	0.19
	Market Sell			15 Jun 2018	-943	166602	0.19
	Market Sell			22 Jun 2018	-3312	163290	0.19
	Market Sell			30 Jun 2018	-35763	127527	0.15
	Market Buy			06 Jul 2018	1655	129182	0.15
	Market Buy			13 Jul 2018	1075	130257	0.15
	Market Buy			20 Jul 2018	1327	131584	0.15
	Market Sell			27 Jul 2018	-1826	129758	0.15
	Market Sell			03 Aug 2018	-22690	107068	0.12
	Market Buy			10 Aug 2018	985	108053	0.12
	Market Sell			17 Aug 2018	-408	107645	0.12
	Market Sell			24 Aug 2018	-20059	87586	0.10
	Market Buy			31 Aug 2018	7873	95459	0.11
	Market Sell			07 Sep 2018	-4948	90511	0.10
	Market Buy			14 Sep 2018	100	90611	0.10
	Market Buy			21 Sep 2018	6175	96786	0.11
	Market Buy			29 Sep 2018	8403	105189	0.12
	Market Buy			05 Oct 2018	14306	119495	0.14
	Market Buy			12 Oct 2018	5120	124615	0.14
	Market Buy			19 Oct 2018	2302	126917	0.15
	Market Sell			26 Oct 2018	-555	126362	0.15
	Market Sell			02 Nov 2018	-2596	123766	0.14
	Market Buy			09 Nov 2018	11500	135266	0.16
	Market Buy			16 Nov 2018	687	135953	0.16
	Market Sell			23 Nov 2018	-39364	96589	0.11
	Market Buy			30 Nov 2018	7685	104274	0.12
	Market Buy			07 Dec 2018	1982	106256	0.12
	Market Buy			14 Dec 2018	4290	110546	0.13
	Market Sell			21 Dec 2018	-1000	109546	0.13
	Market Sell			28 Dec 2018	-5420	104126	0.12
	Market Sell			31 Dec 2018	-23031	81095	0.09
	Market Buy			04 Jan 2019	21539	102634	0.12
	Market Sell			11 Jan 2019	-6615	96019	0.11
	Market Sell			18 Jan 2019	-1530	94489	0.11
	Market Sell			25 Jan 2019	-4470	90019	0.10
	Market Sell			01 Feb 2019	-251	89768	0.10
	Market Sell			08 Feb 2019	-8643	81125	0.09
	Market Sell			15 Feb 2019	-1808	79317	0.09
	Market Buy			22 Feb 2019	1298	80615	0.09
	Market Sell			01 Mar 2019	-229	80386	0.09

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	Market Sell			08 Mar 2019	-21718	58668	0.07
	Market Buy			15 Mar 2019	675474	734142	0.84
	Market Sell			22 Mar 2019	-1418	732724	0.84
	Market Buy			29 Mar 2019	1323	734047	0.84
	AT THE END OF THE YEAR					734047	0.84
9	GANESH SRINIVASAN	722500	0.83			722500	0.83
	AT THE END OF THE YEAR					722500	0.83
10	NEW LEAINA INVESTMENTS LIMITED	647554	0.74			647554	0.74
	AT THE END OF THE YEAR					647554	0.74
11	SUREKHA ANIL SHAH	570500	0.66			570500	0.66
	Market Buy			19 Oct 2018	5000	575500	0.66
	Market Buy			26 Oct 2018	5000	580500	0.67
	AT THE END OF THE YEAR					580500	0.67

(v) Shareholding of Directors and Key Managerial Personnel:

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year [As on 1st April, 2018]		Transactions during the year		Cumulative Shareholding at the end of the year [As on 31st March, 2019]	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No of shares held	% of total shares of the company
Directors							
1	Rajnikant B. Pajwani *	21800	0.03	02 Aug 2018	-2000	19800	0.02
2	Ashok Manilal Kadakia **	8250	0.01	0	0	8250	0.01
3	Harish Narendra Motiwalla	500	0.00	0	0	500	0.00
4	Abhilash Munsif	0	0.00	0	0	0	0.00
5	Pundarik Sanyal	0	0.00	0	0	0	0.00
6	Navita Gaiha	0	0.00	0	0	0	0.00
Key Managerial Personnel							
1	Sachin Polke	1144	0.00	0	0	0	0.00
2	Akhilesh Kumar Sinha	0	0.00	0	0	0	0.00
3	Surekha Sathe	10500	0.01	0	0	10500	0.00
4	Ashish Desai	0	0.00	0	0	0	0.00
5	Ajay Phalod	0	0.00	0	0	0	0.00

* Shri Rajnikant Pajwani has resigned from his position of Whole-Time Director & Chief Executive Officer (CEO) of the Company w.e.f. 1st June, 2019

** Mr. Ashok Kadakia has been co-opted as an Additional Director (Independent Director w.e.f. 13/08/2018)



V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Director and/or Manager:

During the year under review, Shri Rajnikant Pajwani, Whole Time Director & Chief Executive Officer was paid remuneration of Rupees Thirty Lacs only. * (TDS as applicable was deducted).

* Considering the financial position of the Company combined with negative Effective Capital for the year ended 31st March, 2018, calculated as per the provisions of Schedule V of the Companies Act, 2013, the Whole-time Director continued to receive minimum remuneration during the Financial Year 2018-2019 as prescribed under Schedule V of the Companies Act, 2013 and for which approval was obtained from the members of the Company, at the Annual General Meeting held on 28th September, 2018.

B. Remuneration to other directors:

During the year under review, the Non-Executive Independent Directors were paid Sitting Fees at Rs. 50,000/- each for attending the every meeting of the Board of Directors and Audit Committee at Rs. 25,000/- each for attending the every meeting of the Nomination and Remuneration Committee. The details of Sitting Fees paid to Non-Executive, Independent Directors were provided in the Corporate Governance Report which forms part of this Annual Report.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

During the year under review, Remuneration paid to the Company Secretary and other Whole Time Key Managerial Personnel (as recognized by the Board of Directors) aggregates to approximately Rupees Two Crores Fifty Three Lakhs Thirty Eight Thousand Seven Hundred Sixty Six only.

VI. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Save as reported hereinabove, no penalty was levied, nor any punishment was pronounced or meted out neither any offences were compounded against the Company and/or any of its Directors and/or any of its officers in default, during the year under review.

For and Behalf of the Board of Directors

**Sd/-
CHETAN SHAH
EXECUTIVE CHAIRMAN
(DIN: 00018960)**

Place: Mumbai

Date: 13th November, 2019

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate Governance continues to be a strong focus area for the Company. At Ashapura, we believe that good Corporate Governance strengthens the investors trust and ensures long term relationship with its other stakeholders which helps the Company to achieve its objectives.

Your Company believes that adherence to Corporate Governance stems not only from the letter of law but also from its inherent belief in doing business the right way. The Corporate Governance framework at Ashapura is followed seriously and in spirit. It ensures timely disclosures of all mandatory & reportable events, based on performance/activities undertaken by the Management under the guidance of the Board of Directors of the Company and is committed to meet the aspirations of all the Stakeholders be it Shareholders, Employees, Suppliers, Customers, Investors, Banks, Government and Community at large.

The Company is in compliance with the requirements stipulated under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations"). The Company presents the Report on Corporate Governance for the financial year ended 31st March, 2019 in compliance with Regulation 34(3) read with Schedule V of the Listing Regulations.

2. BOARD OF DIRECTORS:

The Company, on 12th December, 2018 moved to the National Company Law Tribunal (NCLT), Mumbai Bench, under appropriate and relevant provisions of the Insolvency and Bankruptcy Code, 2016 (IBC). The said petition was admitted by the NCLT and by its order dated 15th March, 2019, Corporate Insolvency Resolution Process ("CIRP") was initiated for the Company with effect from 15th March, 2019. By the same Order, Mr. Arun Chadha (Registration no. as IBBI/IPA-001/IP-P00165/2017-18/10334) was appointed as an Interim Resolution Professional ('IRP') of the Company and pursuant to the provisions of Section 17 of IBC, the power of the Board of Directors of the Company stood suspended and such powers were to be exercised by the said IRP.

Further, the Hon'ble National Company Law Appellate Tribunal (NCLAT) had vide its order dated 8th April, 2019, stayed the aforesaid NCLT Order to the exception that the Interim Resolution Professional (IRP) may function and report to the office.

In this connection, upon filing an application for withdrawal of insolvency proceedings from NCLT, Mumbai Bench, the Hon'ble National Company Law Appellate Tribunal (NCLAT) has, vide its order dated 30th September, 2019, set aside the said order of the NCLT, Mumbai Bench dated 15th March, 2019. The said order of NCLAT also ordered the closure of the insolvency proceedings at NCLT, Mumbai. Consequently, the appointment of Mr. Arun Chadha as an IRP stood cancelled and the Company was released from all the rigours of law and Was allowed to function independently under the able guidance and authority of the Board of Directors.

A. Composition and category of Board of Directors:

The composition of the Board of Directors is in conformity with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations. The Board as on 31st March, 2019 consists of Seven (7) Directors which apart from Chairman, a Non-Executive Promoter-Director, comprised of One (1) Executive Director and Five (5) Non-Executive Independent Directors (including One Woman Director).

The Company has obtained the requisite disclosures from the Directors in respect of their Directorships and Memberships in Committees of other Companies.

Key Information pertaining to Directors as on 31st March, 2019 is given below:

Name	DIN	Category of Directors	Attendance at		No. of Directorships in other companies ¹	No. of Committee Positions held in Indian Public Limited Companies ²	
			Board Meetings	Last AGM Held on 28 th September, 2018		Member	Chairman
Shri Chetan Shah ³	00018960	Promoter, Chairman (Non-Executive)	4	Yes	4	1	1
Shri Rajnikant Pajwani ⁴	00086007	Whole Time Director & Chief Executive Officer (CEO)	5	Yes	2	2	-
Shri Ashok Kadakia ⁵	00317237	Non-Executive, Independent	3	Yes	4	2	3
Shri Harish Motiwalla	00029835	Non-Executive, Independent	5	Yes	8	4	5
Shri Abhilash Munsif	02773542	Non-Executive, Independent	5	Yes	1	2	-
Smt Navita Gaiha	07248115	Non-Executive, Independent	3	No	-	-	-
Shri Pundarik Sanyal	01773295	Non-Executive, Independent	5	Yes	2	3	1



- 1 Excludes directorships in Private Limited Companies, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and Alternate Directorships.
- 2 Represents only Membership of Indian Public Companies and Chairmanship of Indian Public Listed Companies of the Audit Committee and the Stakeholders' Relationship Committee including Ashapura Minechem Limited.
- 3 Shri Chetan Shah has been re-designated as an Executive Chairman, as against his current designation as a Chairman (Non-Executive), for a period of 3 years w.e.f. 24th October, 2019, subject to the approval of Shareholders at the ensuing Annual General Meeting of the Company.
- 4 Shri Rajnikant Pajwani ceased from the directorship of the Company w.e.f. 1st June, 2019.
- 5 Shri Ashok Kadakia was co-opted as a Non-Executive, Independent Director of the Company with effect from 13th August, 2018.

Names of the listed entities where the said persons are Directors and the category of their directorship are as follows:

Name of Directors	Name of other listed entities in which he is Director	Category of Directorship
Shri Chetan Shah	Nil	Not Applicable
Shri Ashok Kadakia	Emmessar Biotech And Nutrition Ltd	Independent Director
	Hotel Rugby Limited	Independent Director
Shri Harish Motiwalla	Multibase India Limited	Independent Director
	Siyaram Silk Mills Limited	Independent Director
	Balkrishna Paper Mills Limited	Independent Director
	Excel Industries Limited	Independent Director
	Orient Abrasives Limited	Independent Director
	Hitech Corporation Limited	Independent Director
Shri Abhilash Munsif	Nil	Not Applicable
Smt Navita Gaiha	Nil	Not Applicable
Shri Pundarik Sanyal	Orient Abrasives Limited	Independent Director
	Asit C Mehta Financial Services Limited	Independent Director

B. Inter-se relationships among Directors:

None of the Directors of the Company have any inter-se relationships.

C. Number of shares held by Non-Executive Directors:

The details of number of shares held by the Non-Executive Directors as on 31st March, 2019 is given below:

Name	Designation	Number of Shares Held
Shri Chetan Shah	Chairman (Non-Executive), Non-Independent	1,35,43,814
Shri Harish Motiwalla	Non-Executive, Independent	500
Shri Ashok Kadakia	Non-Executive, Independent	8,250

D. Board Meetings:

The Board met five (5) times during the Financial Year 2018-2019 on 28th May, 2018, 13th August, 2018, 12th November, 2018, 11th December, 2018 and 11th February, 2019 and that the time elapsed between any two consecutive meetings did not exceed 120 days. The necessary quorum was present for all the meetings.

E. Core Skills / Expertise / Competencies:

The Board's core skills / expertise / competencies as identified in the context of its business and sector for it to function effectively and those actually available with the Board of Directors are Mining expertise; Industry Experience; Business Management/Strategy; Leadership/entrepreneurship, Sales and Marketing, Financial Management; law and governance; Risk Management; Global Business Development; Human Resource Management.

F. Independent Directors:

- a. The Company has received necessary declarations from the Independent Directors of the Company, confirming that they meet the criteria of independence as prescribed.

- b. During the year, the Independent Directors separately met on 11th March, 2019 without the attendance of Non-Independent Directors and Management Personnel of the Company. The meeting was held with the objective of reviewing the performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company. The Independent directors also assessed the quality, quantity and timeliness of flow of information between the Management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

c. Familiarization Program of Independent Directors:

Whenever any new Independent Director is appointed, he/she is made familiar to the business and its operations through familiarization programs enabling them to familiarize and get acquainted with operational performance and forward going business formulations/strategies, so as to gain a better understanding of their roles, rights and responsibilities for the purpose of providing appropriate assistance, counselling & directions in order to achieve growth of the Company, the details of which are available on the website of the Company at www.ashapura.com.

As a part of such program, the Independent Directors have an opportunity to interact with Management Personnel and are provided with all the relevant information and documents required and/or sought by them enabling them to have a good understanding of the Company, its business model and various operations.

d. CEO Certificate:

A Compliance Certificate, pursuant to the provisions of Regulation 17(8) of the Listing Regulations read with Part B of Schedule II thereunder, duly signed by the Shri Ajay Phalod, CEO and Shri Ahish Desai, CFO in respect of the financial year ended 31st March, 2019 was taken on record by the Board of Directors of the Company.

e. Code of Conduct:

The Company has adopted Ashapura's Code of Conduct for the Board Members, Senior Management and all employees above Officers level and the same has been posted on the website of the Company at www.ashapura.com. The duties of the Independent Directors as laid down in the Companies Act, 2013 have been framed separately and forms part of Ashapura's Code of Conduct.

A declaration from the CEO that all Board members and senior management personnel have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2019, forms part of the Annual Report.

The Company is in due compliance of all the provisions of Regulation 17 of the Listing Regulations for the Financial Year 2018-2019.

3. COMMITTEE(S) OF BOARD OF DIRECTORS:

The following Committee(s) were constituted by the Board of Directors, the basic structure of which is detailed herein below:

A. AUDIT COMMITTEE:

The Board has constituted a qualified and independent Audit Committee in line with the provisions of Regulation 18 of the Listing Regulations, read with Section 177 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein.

a. Terms of Reference:

The terms of reference of the Audit Committee are in line with the regulatory requirements which amongst others are specified herein below:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Reviewing with the management, the quarterly/half yearly/annual financial statements before submission to the Board and wherever required necessary recommendations are made to comply with applicable legislations.
- Approving or subsequently modifying transactions of the Company with related parties and to grant omnibus approval after confirming that they satisfy the requirement of law.
- Reviewing the adequacy of internal audit function, reporting structure, coverage and frequency of internal audit.
- Discussion with Auditors before the audit commences on nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Overseeing/Reviewing the Vigil (Whistle Blower) Mechanism.
- Recommending appointment, removal and terms of remuneration of Auditors.
- Reviewing statement of deviations, if any.
- To review all other information as requested by the Board of Directors and/or are required under the Regulations.

b. Composition:

As on 31st March, 2019, the Audit Committee comprised of Four (4) Independent Directors. The composition of the Audit Committee and the details of meetings attended by its members are given below:



Name	Category	Number of meetings Attended
Shri Harish Motiwalla (Chairman)	Non-Executive, Independent	5
Shri Ashok Kadakia*	Non-Executive, Independent	3
Shri Abhilash Munsif	Non-Executive, Independent	5
Shri Pundarik Sanyal	Non-Executive, Independent	5

* Shri Ashok Kadakia was inducted as a member of Audit Committee with effect from 13th August, 2018.

Shri Harish Motiwalla, the Chairman of the Audit Committee was present at the 37th Annual General Meeting of the Company held on 28th September, 2018.

The Whole Time Director & CEO, Sr. General Manager - Accounts, the representative of Statutory Auditors and the Internal Auditors are regular invitees to the Audit Committee Meetings.

Shri Sachin Polke, Company Secretary & Vice President acts as the Secretary to the Audit Committee.

c. Meetings:

During the year under review, the Audit Committee met five (5) times on 28th May, 2018, 13th August, 2018, 12th November, 2018, 28th November, 2018 and 11th February, 2019. The maximum gap between any two consecutive meetings was not more than one hundred and twenty days. The necessary quorum was present for all the meetings.

B. NOMINATION AND REMUNERATION COMMITTEE:

The Board has constituted the Nomination and Remuneration Committee in line with the provisions of Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013 and is in compliance of all the provisions stated therein.

a. Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee are in line with the regulatory requirements which among other are specified herein below:

- To form criteria/policy for appointment/remuneration/removal of Directors including Chairmam / Whole-time Director/ Managing Director, if any and Senior Management Executives.
- To identify and recommend deserving candidates for Directorships & Senior Management positions.
- To form policy for performance evaluation and to evaluate performance of Directors/ CEO/Committee of Directors and to alter and modify the same to be in line with the Companies Act, 2013 and the Listing Regulations.
- To devise guidelines for Diversity of Board of Directors of the Company.
- To recommend extension/termination of the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of the Independent Directors.

b. Composition:

As on 31st March, 2019, the Nomination & Remuneration Committee comprised of three (3) Directors. The composition of the Nomination & Remuneration Committee and the details of meetings attended by its members are appearing hereinafter:

Name	Category	Number of meetings Attended
Shri Harish Motiwalla (Chairman)	Non-Executive, Independent	2
Shri Abhilash Munsif	Non-Executive, Independent	2
Shri Pundarik Sanyal	Non-Executive, Independent	2

c. Meetings:

During the year under review, Two (2) meetings of the Nomination and Remuneration Committee were held on 10th August, 2018 & 11th March, 2019.

d. Performance Evaluation:

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has carried out the annual performance evaluation of its own performance, as well as the evaluation of the working of its Committees.

As a part of the nomination & remuneration policy, a structured questionnaire for evaluation was prepared after taking into consideration various aspects depending on the category of Director, Board & Committee, whose performance is to be evaluated. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2018-19 by Independent Directors at their separate Meeting held on 11th March, 2019, as also by the Nomination & Remuneration Committee and the same was analyzed & confirmed by the Board of Directors.

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Details of methodology adopted for performance evaluation of Directors including that of the Board as a whole and its Committee have been provided in the Board's Report.

e. Remuneration of Directors:

The Non-Executive Directors have no pecuniary relationship or transactions with the Company in their personal capacity except that the Sitting Fees is paid for attending the Board Meetings, Audit Committee Meetings & Nomination and Remuneration Committee Meetings (detailed herein below) as recommended by the Board pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder. Besides payment of sitting fees, no other fees/compensation /commission is paid to the Non-Executive Directors.

The details of sitting fees paid to Non-Executive Directors for the year ended 31st March, 2019 are as under:

(Amount in Rs.)

Name	Board Meetings	Audit Committee Meetings	Nomination & Remuneration Committee Meetings
Shri Chetan Shah	2,00,000/-	-	-
Shri Harish Motiwalla	2,50,000/-	2,50,000/-	50,000/-
Shri Ashok Kadakia	1,50,000/-	1,50,000/-	-
Shri Abhilash Munsif	2,50,000/-	2,50,000/-	50,000/-
Smt. Navita Gaiha	1,50,000/-	-	-
Shri Pundarik Sanyal	2,50,000/-	2,50,000/-	50,000/-

The details of Remuneration paid to Executive Director for the year ended 31st March, 2019 are as under:

Name	Salaries & Perquisites including allowance	Tenure as per agreement upto	Notice period
Shri Rajnikant Pajwani [#]	Rs. 30,00,000/- [*]	30 th September, 2019 (1 Year w.e.f. 1 st October, 2018)	3 months

[#] Shri Rajnikanth Pajwani has resigned from his position of Whole-Time Director & Chief Executive Officer of the Company w.e.f. 1st June, 2019.

^{*} Considering the financial position of the Company combined with negative Effective Capital for the year ended 31st March, 2018, calculated as per the provisions of Schedule V of the Companies Act, 2013, the Whole-time Director continued to receive minimum remuneration during the Financial Year 2018-2019 as prescribed under Schedule V of the Companies Act, 2013 and for which approval was obtained from the members of the Company, at the Annual General Meeting held on 28th September, 2018. (TDS as applicable has been deducted).

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board has constituted the Stakeholders' Relationship Committee in line with the provisions of Regulation 20 of the Listing Regulations, read with Section 178 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein.

a. Terms of Reference:

The terms of reference of the Stakeholders' Relationship Committee are in line with the regulatory requirements which among other are specified herein below:

- Issue of Duplicate Share Certificates.
- Matters connected with transfer/credit of securities/transmission.
- Redressal of Shareholders'/Investors' complaints related to non-receipt of declared dividend, transfer of shares, non-receipt of annual reports, non-receipt of duplicate share certificates etc.
- To review the periodicity and effectiveness of the share transfer process, statutory certifications, depository related issues and activities of the Registrar and Share Transfer Agent.
- Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchange or any other regulatory authorities from time to time.

b. Composition:

As on 31st March, 2019, the Stakeholders' Relationship Committee comprised of three (3) Directors. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings Attended
Shri Chetan Shah (Chairman)	Non-Executive, Non-Independent	6
Shri Rajnikant Pajwani	Whole Time Director & Chief Executive Officer	6
Shri Suryakant Shah	Member	6
Shri Pundarik Sanyal	Non-Executive, Independent	4



c. Meetings:

During the year under review, the members of the Stakeholders' Relationship Committee met six (6) times on 4th May, 2018, 23rd July, 2018, 5th October, 2018, 12th November, 2018, 8th January, 2019 and 27th February, 2019.

d. Name, Designation and Address of Compliance Officer:

Shri Sachin Polke, Company Secretary & Vice President acts as the Compliance Officer and is available at 'Ashapura Minechem Limited', Jeevan Udyog Building, 3rd Floor, 278, D. N. Road, Fort, Mumbai – 400 001.

e. Details of investor complaints received and redressed during the financial year 2018-2019 are as follows:

Opening balance	Received during the year	Resolved during the year	Closing balance
NIL	3	3	NIL

D. COMMITTEE OF DIRECTORS:

a. Terms of Reference:

The terms of reference of the Committee of Directors are as follows:

- Reviewing various day to day administrative, operational and finance matters requiring urgent decisions.
- Availing/making of loans, raising of funds, giving of corporate guarantees/securities considering the limits and provisions as specified in the Companies Act, 2013.
- To consider and approve intrinsic & time bound policy decisions such as investment/ disinvestment in other body corporate(s)/firm(s), leasing/ disposing off the Company's assets within the group & such other decisions where time is of essence and that the said decisions are placed before the Board of Directors for ratification.
- Such other matters as may be delegated by the Board to the Committee pursuant to the provisions of the Companies Act, 2013 and such other Acts.

b. Composition:

As on 31st March, 2019, the Committee of Directors comprised of three (3) Directors. The Composition of the Committee of Board of Directors and the particulars of attendance of the Committee Members are as follows:

Name	Category	No. of Meetings Attended
Shri Rajnikant Pajwani (Chairman)	Whole-Time Director & CEO	12
Shri Chetan Shah	Non-Executive, Non-Independent	12
Shri Harish Motiwalla	Non-Executive, Independent	12

c. Meetings:

During the year under review, twelve (12) meetings of the Committee of Directors were held on the dates mentioned below:

12th April, 2018, 4th May, 2018, 5th June, 2018, 29th June, 2018, 16th July, 2018, 10th September, 2018, 08th October, 2018, 3rd November, 2018, 4th December, 2018, 08th January, 2019, 12th February, 2019 and 11th March, 2019.

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility (CSR) Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein.

a. Terms of reference:

- Formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating the activities to be undertaken by the Company after taking into consideration Schedule VII of the Act.
- Recommend the amount of expenditure to be incurred on the activities referred above.
- Monitor the CSR activities of the Company from time to time.
- To finalize the budget for CSR expenditure and recommend the same to the Board for approval considering the applicable rules/regulations.

b. Composition:

The composition of the CSR Committee and details of the meeting attended by its members during the year under review are given below:

Name	Category	No. of Meetings Attended
Shri Harish Motiwalla (Chairman)	Non-Executive, Independent	2
Shri Chetan Shah	Non-Executive, Non-Independent	2
Shri Rajnikant Pajwani	Whole-Time Director & CEO	2

c. Meetings:

During the year under review, two (2) meetings of the CSR Committee were held on 10th August, 2018 and 11th March, 2019.

4. GENERAL BODY MEETINGS:

Details of Annual General Meetings (AGMs) held during the last three years, are as follows:

Financial Year	Date	Time	Location	Special Resolution Passed
2017-18	28 th September, 2018	3.00 p.m.	Rangaswar Hall, 4 th Floor, Y.B. Chavan Centre, General Jagannath Bhosale Road, Nariman Point, Mumbai-400021	Yes
2016-17	21 st September, 2017	3.00 p.m.	Babasaheb Dahanukar Sabhagraha, Maharashtra Chamber of Commerce, Oricon House, 6 th Floor, Kala Ghoda, Fort, Mumbai- 400001	Yes
2015-16	29 th September, 2016	3.00 p.m.	Walchand Hirachand Hall, 4 th Floor, Indian Merchants' Chamber, Mumbai-400020	No

During the year under review, no Special Resolution has been passed through the exercise of postal ballot.

5. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual financial results of the Company are submitted to the Bombay Stock Exchange Limited ('BSE') and National Stock Exchange of India Limited ('NSE') immediately after approval of the Board. The results of the Company are published in one English daily newspaper in 'Business Standard' and one Marathi newspaper in 'Sakal' within 48 hours of approval thereof and are also posted on Company's website www.ashapura.com.

All other statutory information as may be prescribed under the Companies Act, 2013 and/or Listing Regulations are displayed on the website of the Company.

6. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting:	Whilst the company was under CIRP, the Registrar of Companies, Mumbai, on an application made by IRP requesting for an extension for convening the 38th Annual General Meeting for the Financial Year ended 31st March, 2019, granted, vide an order dated 3 rd september 2019, an extension of three months for holding 38th Annual General Meeting of the Company. Day & Date: Friday, 27 th December, 2019 Time : 3.00 p.m. Venue : Rangaswar Hall, 4 th Floor, Y. B. Chavan Centre, General Jagannath Bhosale Rd., Nariman Point, Mumbai – 400021
Tentative Financial Calendar:	Financial reporting for the quarter ending 30 th June, 2019: On or before 14 th August, 2019 Financial reporting for the quarter ending 30 th September, 2019: On or before 14 th November, 2019 Financial reporting for the quarter ending 31 st December, 2019: On or before 14 th February, 2020 Financial reporting for the quarter ending 31 st March, 2020: On or before 30 th May, 2020
Date of Book Closure:	21 st December, 2019 to 27 th December, 2019 (both days inclusive)

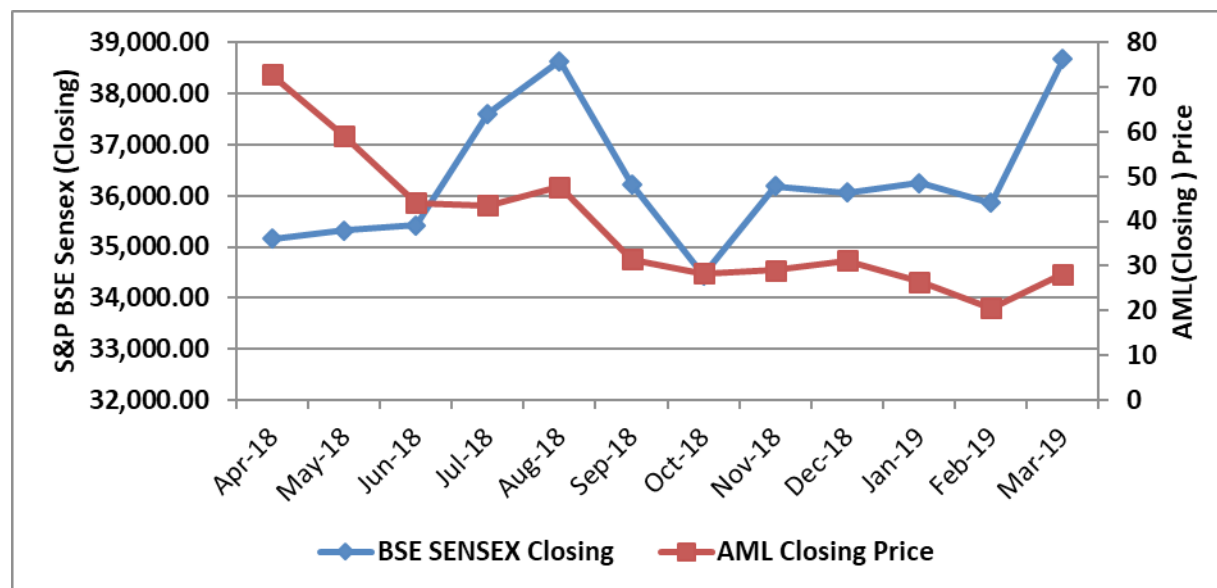


Listing Details:	Equity Shares are listed on the following Stock Exchanges: <ol style="list-style-type: none"> Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. National Stock Exchange of India Limited, “Exchange Plaza”, Bandra Kurla Complex, Bandra (East), Mumbai – 400051. <p>The Annual Listing Fees for the year 2018-2019 has been paid to the said Stock Exchanges.</p>
Stock Code:	Bombay Stock Exchange Ltd. - 527001 National Stock Exchange of India Ltd. ASHAPURMIN
ISIN Number:	INE348A01023
Corporate Identification Number (CIN):	L14108MH1982PLC026396

Market Price Data:

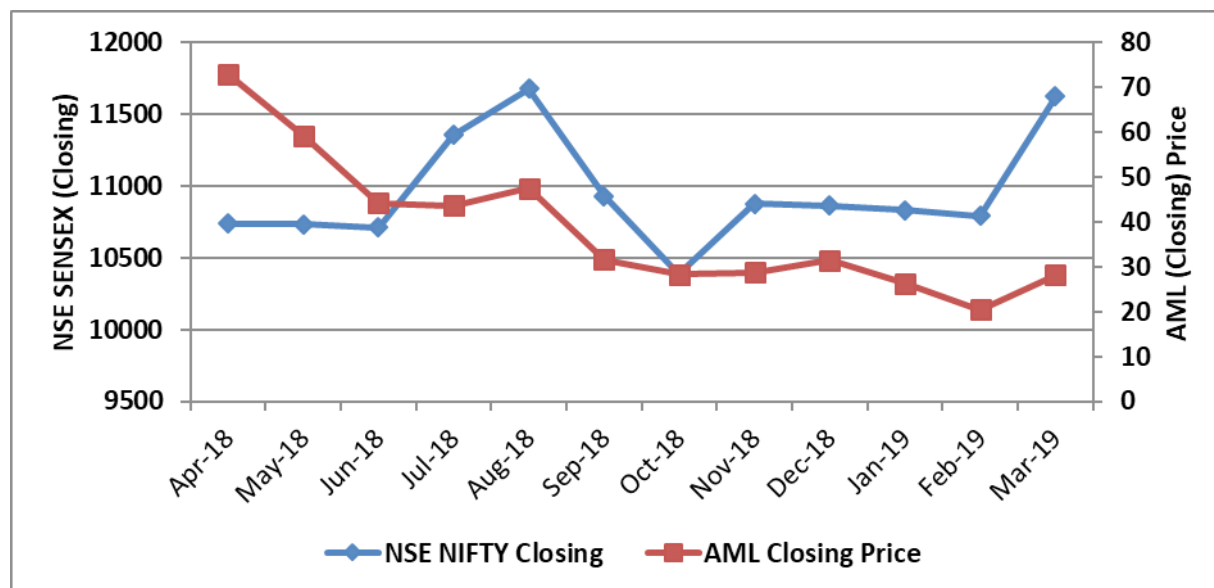
Period	Bombay Stock Exchange Limited				National Stock Exchange of India Limited			
	Sensex (Rs.)		AML Share price (Rs.)		Nifty (Rs.)		AML Share price (Rs.)	
	High	Low	High	Low	High	Low	High	Low
Apr-18	35,213.30	32,972.56	82.30	66.30	10,759.00	10,111.30	82.20	66.50
May-18	35,993.53	34,302.89	74.95	56.75	10,929.20	10,417.80	73.75	56.50
Jun-18	35,877.41	34,784.68	59.15	42.35	10,893.25	10,550.90	59.40	42.10
Jul-18	37,644.59	35,106.57	51.10	41.50	11,366.00	10,604.65	51.20	41.25
Aug-18	38,989.65	37,128.99	56.00	42.65	11,760.20	11,234.95	56.85	42.50
Sep-18	38,934.35	35,985.63	47.55	31.10	11,751.80	10,850.30	48.00	31.00
Oct-18	36,616.64	33,291.58	33.45	26.45	11,035.65	10,004.55	33.30	26.10
Nov-18	36,389.22	34,303.38	32.80	26.60	10,922.45	10,341.90	32.90	26.80
Dec-18	36,554.99	34,426.29	34.65	26.00	10,985.15	10,333.85	34.75	25.60
Jan-19	36,701.03	35,375.51	31.50	26.05	10,987.45	10,583.65	31.60	26.00
Feb-19	37,172.18	35,287.16	26.75	19.45	11,118.10	10,585.65	26.90	18.55
Mar-19	38,748.54	35,926.94	34.50	21.15	11630.35	10,817.00	34.70	21.10

Share Performance of the Company in comparison to BSE Sensex:



Ashapura Minechem Limited

Share Performance of the Company in comparison to NSE Nifty:



Registrar and Share Transfer Agent:	M/s. Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083																		
Share Transfer System:	The Company's shares are traded on the Stock Exchanges in Demat as well as in Physical Mode. In Demat Mode, the transfers are effected through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Share transfers in physical form are processed and approved weekly and the share certificates are returned to the shareholders within a period of 15 days from the date of receipt of the transfer documents, subject to the documents being valid and complete in all respects. Your Company obtains a half-yearly Compliance Certificate from a Company Secretary in Practice as required under Regulation 40(9) of the SEBI Listing Regulations and file a copy of the said Certificate with the Stock Exchanges. Pursuant to Regulation 7(3) of the SEBI Listing Regulations, Compliance Certificate, duly signed by the Compliance Officer and the authorized representative of the Company's RTA viz. Link Intime India Private Limited confirming that all activities in relation to share transfer facility are being maintained by the RTA for the half year ended 30 th September, 2018 and 31 st March 2019 have been duly submitted to the Stock Exchanges.																		
Distribution of Shareholding & Category-wise distribution:	Refer Table A & B																		
Dematerialization of shares and liquidity:	As on 31 st March, 2019, 99.57% of the paid-up share capital (face value of Equity Shares of Rs. 2 each) is held in Demat form with NSDL and CDSL. <table border="1"> <thead> <tr> <th>Mode</th> <th>No. of equity shares</th> <th>% to the Total Share Capital</th> </tr> </thead> <tbody> <tr> <td>Physical</td> <td>374243</td> <td>0.43%</td> </tr> <tr> <td>Electronic:</td> <td></td> <td></td> </tr> <tr> <td>(A) NSDL</td> <td>74480422</td> <td>85.62%</td> </tr> <tr> <td>(B) CDSL</td> <td>12131433</td> <td>13.95%</td> </tr> <tr> <td>TOTAL</td> <td>86986098</td> <td>100.00%</td> </tr> </tbody> </table>	Mode	No. of equity shares	% to the Total Share Capital	Physical	374243	0.43%	Electronic:			(A) NSDL	74480422	85.62%	(B) CDSL	12131433	13.95%	TOTAL	86986098	100.00%
Mode	No. of equity shares	% to the Total Share Capital																	
Physical	374243	0.43%																	
Electronic:																			
(A) NSDL	74480422	85.62%																	
(B) CDSL	12131433	13.95%																	
TOTAL	86986098	100.00%																	
Outstanding GDR / ADR / Warrants or any Convertible Instruments and their likely impact on Equity:	The Company has not issued any GDR/ADR/warrants or any convertible instruments in the past and hence as on 31 st March, 2019, the Company does not have any outstanding GDR/ADR/ warrants or any convertible instruments.																		
Plant Locations:	<ol style="list-style-type: none"> Village Baraya, Bhuj-Mundra Highway, Tal. Mundra, Kutch, Gujarat. Chitra, GIDC Bhavnagar, Gujarat. Village Paddhar, Taluka - Bhuj, Dist. Kutch, Gujarat. Mamuara, Taluka - Bhuj, Dist. Kutch, Gujarat. KINFRA Apparel Park, Menamkulam, Thiruvananthapuram, Kerala. Industrial Area, Baikampady, Mangalore. 																		



Address for Correspondence:	<p>The Company's Registrar and Share Transfer Agent viz. M/s Link Intime India Pvt. Ltd. provides all shareholder related services.</p> <p>Any query relating to shares and requests for transactions such as transfers, transmissions and nomination facilities, duplicate share certificates, change of address and also dematerialization of shares may please be taken up with:</p> <p>M/s. Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 Tel.: +91-22-49186000 Fax: +91-22-49186060. E-mail: rnt.helpdesk@linkintime.co.in</p>
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7. OTHER DISCLOSURES:

- a. The Company has formulated a policy on dealing with Related Party Transactions and has been uploaded on the website of the Company at <http://www.ashapura.com/investor-corner.php>. The Board of Directors has entrusted responsibility on the Audit Committee to grant omnibus approval for the transactions which are repetitive in nature and to confirm that they meet the criteria of having entered into ordinary course of business and at arm's length basis. Related party transactions have been disclosed under Note 38 to the Accounts for the year under review. A Statement in summary form of transactions with related parties in the ordinary course of business are placed periodically before the Audit Committee/Board for review and approval. None of the transactions with any related parties were in conflict with the Company's interest.
- b. During the year under review, no penalty was imposed on the Company by any authority but for the Financial Year 2015-16, the Company had paid the penalty to Stock Exchanges for Non-Compliance of erstwhile Clause 49 (II)(A)(1) of the Listing Agreement i.e. non-appointment of woman director on the Board of the Company on or before 31st March, 2015.

The Company has complied with all the requirements of the provisions of the Listing Regulations, as well as regulations and guidelines of SEBI, as issued from time to time and applicable to the Company.

- c. In line with Regulation 22 of the Listing Regulations and Section 177 of the Act, Whistle Blower Policy/ Vigil Mechanism has been formulated for Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguard against victimization of Director(s)/employee(s) who avail the mechanism, by providing for direct access to the Chairman of the Audit Committee in exceptional cases. No person has been denied access to the Chairman of the Audit Committee. The Policy is available on the Company's website <http://www.ashapura.com/investor-corner.php>.

During the year under review, no complaint has been received under the Vigil Mechanism /Whistle Blower Policy.

- d. The Company has in place a Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to regulate, monitor and report trading by Insiders as prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015, as approved by the Board of Directors.
- e. In terms of regulation 16 of the Listing Regulations, the Company has in place a policy on Determining Material Subsidiary, approved by the Board and the same has been displayed on the Company's website at <http://www.ashapura.com/investor-corner.php>.
- f. Certificate from Company Secretary in Practice on Non-Disqualification of Directors of the Company:

A Certificate has been received from Shri Virendra Bhatt, Practicing Company Secretary, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority.

- g. Fees Paid to Statutory Auditors:

The details of fees paid by the Company to the statutory auditor is mentioned in Note No. 27 of the Standalone Financial Statements.

- h. Disclosures in Relation to Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

The details have been disclosed in the Directors Report forming part of this Annual Report.

8. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS:

The Company has complied with all the mandatory requirements as contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"TABLE A"
DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2019

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
1-500	18704	75.77	2912974	3.35
501-1000	2434	9.86	2035924	2.34
1001-2000	1521	6.16	2461733	2.83
2001-3000	537	2.17	1402178	1.61
3001-4000	298	1.21	1089906	1.25
4001-5000	320	1.30	1516005	1.74
5001-10000	486	1.97	3543261	4.07
10001 & above	384	1.56	72024117	82.81
TOTAL	24684	100.00	86986098	100.00

"TABLE B"
CATEGORY-WISE DISTRIBUTION AS ON 31ST MARCH, 2019

Categories	Total No. of Shares	% of Holdings
A) Promoters Holding		
Individuals	26513454	30.48
Bodies Corporate	8093040	9.30
Total (A)	34606494	39.78
B) Public Holding		
i) Institutions		
Mutual Funds	130000	0.15
Foreign Portfolio Investors (Corporate)	20862166	23.98
Nationalised Bank	8000	0.01
Non-Nationalised Bank	200	0.00
Total (B)(i)	21000366	24.14
ii) Non-Institutions		
Bodies Corporate	3878707	4.46
Non Resident Indian	2192232	2.52
Non Resident (non repatriable)	1546478	1.78
Market Maker	12279	0.01
Hindu Undivided Family	889909	1.02
Other Directors	28550	0.03
Clearing Members	252534	0.29
NBFCs registered with RBI	14400	0.02
Public	22564149	25.94
Total (B)(ii)	31379238	36.07
Total (B)(i) + (B)(ii)	52379604	60.22
Grand Total	86986098	100.00

For and on Behalf of the Board of Directors
Sd/-
CHETAN SHAH
EXECUTIVE CHAIRMAN
(DIN: 00018960)

Place : Mumbai
Date : 13th November, 2019



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
ASHAPURA MINECHEM LIMITED

We have examined the compliance of conditions of Corporate Governance by Ashapura Minechem Limited ("the Company") for the year ended 31st March, 2019, as stipulated in regulations 17 to 27 and clause (b) to (i) of regulation 46 (2) and para C and D of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have carried out an examination of the relevant records of the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirement by the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered accountants of India.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended 31st March, 2019 except that the Company has not appointed Chief Financial Officer (CFO) during the year under review.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For P A R K & COMPANY
Chartered Accountants
FRN: 116825W

PRASHANT VORA
Partner
Membership No. 034514
UDIN: 19034514888AA43576

Place: Mumbai
Date: 13th November, 2019

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

This is to confirm that Company has adopted a Code of Conduct for all the Board Members, Senior Management and all employees above Officer Level. These Codes are available on the Company's website.

I further confirm that the Company has in respect of the financial year ended on 31st March, 2019, received from all the Board Members and Senior Management Personnel of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

For Ashapura Minechem Limited
Sd/-

Ajay Phalod
Chief Executive Officer

Place : Mumbai
Date : 13th November, 2019

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC ENVIRONMENT:

After strong growth in 2017 and early 2018, global economic activity slowed in the second half of last year, reflecting a confluence of factors like weakening financial market sentiment, trade policy uncertainties, slowdown in manufacturing, credit policy tightening and concerns over China's outlook and deceleration in industrial production outside the United States (US) which weighed down momentum. As such, in the Calendar Year (CY) 2018, world economic growth marginally decelerated to 3.6%, as compared to 3.8% in CY 2017. It is expected to further decelerate to 3.3% in CY 2019, before picking up slightly to 3.6% in CY 2020. Negative effects of tariff increases enacted in US and China will be the primary reason for slow output. Growth rate for the emerging market and developing economies is also likely to witness a slowdown in CY 2019, further impacting output.

While the global economy is battling headwinds, India's economy continues to be one of the fastest growing major economies in the world. India became the world's sixth-largest economy in FY 2019. Despite external vulnerabilities in the form of high oil prices, trade tensions between major global trading partners and the US monetary tightening, the Indian economy remained resilient. Globally, analysts and agencies have a consensus that Indian economy will continue to outperform amidst global gloom, albeit at a slower pace. As per the International Monetary Fund ('IMF'), the Indian economy is likely to accelerate moderately and grow by 7.3% in FY 2019-2020. Despite India's optimistic outlook and recent stock market Bull Run, the nation still faces deep-rooted, persistent challenges. Major economic challenge in India is the population growth, which has grown 20% per decade as also the deteriorating infrastructure in business, education, and healthcare.

INDUSTRY SCENARIO:

The Indian Mining industry is the backbone for most of the industries like power, steel, cement, etc. which, in turn, are significant for the overall development of the economy. It produces variety of minerals comprising of non-metallic minerals, metallic minerals, fuel related minerals, atomic and minor minerals (including building and other minerals).

Nevertheless, the mining sector's contribution to the country's Gross Domestic Product (GDP) has been less than 3% in FY 2018-19. It needs to be more than double for the country to reach a double-digit growth rate of 10%, as per the industry body viz. Federation of Indian Chambers of Commerce & Industry (FICCI). Metals and mining industry is confronted with various difficulties like inadequate infrastructural facilities in terms of weak legislations, regulatory challenges and policy gridlocks, corruption, social unrest, low financial guarantee, low commodity prices etc. Many of the planned projects have hindered and lagged due to issues related to land acquisitions, mining leases, forest clearances; relief and rehabilitation (R&R) policies. Further, the National Mineral Policy 2019 needs to be reviewed for long-term sustainable gains to all stakeholders.

OPPORTUNITIES:

There is significant scope for new mining capacities in iron ore, bauxite etc. Power and cement industries also aiding growth in the metals and mining sector. Further, the demand for iron and steel is set to continue, given the strong growth expectations for the residential and commercial building industry. With the Indian economy expected to grow more than 7% in the years to come, sectors such as infrastructure and automobiles should receive a renewed thrust, which would in turn generate demand for steel in the country. Furthermore, 100% Foreign Direct Investment (FDI) allowed in the mining sector and exploration of metal and non-metal ores under the automatic route is expected to benefit. Companies such as yours, with global expertise to operate and transport from multiple resource bases would be in a position to take advantage of such opportunities.

THREATS:

In the event that the Company is unable to conclude settlements with respect to the contested shipping and other financial claims, any adverse legislative decisions/actions in the said matters could significantly affect the Company. A continuation of the debilitating levels of government levies such as royalties and export duties on minerals & ores including bauxite could whittle down the competitiveness of Indian exporters versus other global suppliers. Also, any unfavourable mining or environmental legislation in India in general could adversely impact the operations of the Company.

FINANCIAL PERFORMANCE:

The Financial Statements for the year ended 31st March, 2019, have been prepared in accordance with the Companies (Indian Accounting Standards) Rule, 2015 (Ind AS) prescribed under section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.

The net income from operations stood at Rs. 33,717.86 Lakhs with a negative bottom line of Rs. 7,431.45 Lakhs after providing for total expenses of Rs. 39,528.06 Lakhs and exceptional item of Rs. 2,584.36 Lakhs. At the Consolidated level, net Income from operations stood at Rs. 62,136.58 Lakhs with the negative bottom line of Rs. 33,101.99 Lakhs after providing for total expenses of Rs. 68,149.15 Lakhs and exceptional item of Rs. 29,074.60 Lakhs.

OUTLOOK:

Your Company's renewed focus on Bentonite in which it enjoys an admirable global standing and its foray into newer bulk industrial minerals such as silica quartz offers both, a certain degree of resilience and growth in the scale of business. Your Company has also undertaken initiatives to automate & standardise certain manufacturing, packaging & logistical processes designed to increase efficiency and rationalise costs.

RISK & CONCERNS:

The Company continues its efforts to resuscitate the settlement agreement of July 2017 regarding the resolution of claims from two shipping companies that was unilaterally terminated by the counterparty in September, 2018. As a part of the settlement agreement, the Company had pledged shares of



two of its wholly-owned subsidiaries and one joint venture, upon termination the pledge was invoked by the counterparty; therefore, the revival of the said settlement agreement is important for the Company to regain ownership of the shares.

Furthermore, the Company continues to suitably attend to the decree execution petition filed by another shipping company in Hon'ble Bombay High Court for recovery of its claims based on the foreign arbitration award. Any order against the Company in the matter may adversely impact the business of the Company.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:

Your Company is committed to ensure that its operations are carried out within a well-defined internal control framework. It possesses a suitable mechanism for internal controls commensurate with its size and nature of business. These controls have been developed and designed in a manner to properly maintain accounting records for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses and compliance with regulations.

The Company has an Audit Committee of Directors which defines the scope of work, accountability, independence and reporting responsibilities of the Internal Audit function. It also recommends improvements for monitoring and enhancing efficiency of operations and ensuring reliability of financial and operational information. The Audit Committee monitors and reviews significant internal audit observations, compliance with accounting standards, risk management and control systems and profitability.

The Company has engaged an Independent Audit firm of Chartered Accountants with a view to ensure that the system of internal control and procedures are properly adhered. Internal audits are performed to test the adequacy and effectiveness of the internal controls laid down by management and to suggest improvements. The Internal Auditors based on their findings/observations submits Internal Audit Report to Audit Committee which also include recommendations to the Management for the corrective actions, if any. The Audit Committee on regular basis interacts with statutory and internal auditors to ensure that internal control systems are operating effectively.

The performance of the Company is regularly reviewed by the Audit Committee and the Board of Directors to ensure that it is in consonance with the overall corporate policy and in line with pre-set objectives.

RESEARCH & DEVELOPMENT:

Research & Development (R&D) is an integral part of the Company's operation. Your Company's Knowledge & Innovation Center that spreads over a lush four acre Innovation Complex at Bhuj, Gujarat, carries out extensive research on product and process development. The Company's R&D activities focuses on providing cost-effective and sustainable solutions to support consistent growth of business.

During the year under review, the Company carried out R & D activities in the field of Specialty mineral products, Industrial Functional Minerals, White Performance Minerals & Products and such other.

The brief details of the R & D activities during the year are given under 'Annexure - C' forming part of the Directors' Report.

HUMAN RESOURCES DEVELOPMENT:

Your Company recognizes the importance of human resources in realizing its growth ambitions and believes in nurturing talent within the organization to take up leadership positions. The Company believes in investing in people development and process improvements, aligned with Company's vision and values. Company continues to conduct employee trainings across several functions pertaining to technical, behavioural / general, health, safety and environment and ISO standards. 'Managerial Skill Development' training programs are conducted to enhance the soft skills of potential managers. A regular employee performance evaluation system is in place to evaluate the individual performances, goal settings as well as determining their development needs and future potential individual Goal setting with two way discussions and developmental feedback between employees and their managers.

The Company has well designed and documented policies in place that prevent discrimination and harassment. There is a Whistleblower Policy as well as POSH Policy in place to discourage any wrong practices at the workplace.

The Company as on 31st March, 2019 has 566 employees which consists of experienced staff and executives at different levels.

Ashapura Minechem Limited

Key Financial Ratios:

The Key Financial Ratios for FY 2018-19 and FY 2017-18, along with explanation for significant changes (change of 25% or more) are as follows:

Sr. No.	Particulars	2018-19	2017-18	% change
1	Debtors turnover Ratio (Days)* Avg Debtors /Sale	77.00	160.00	51.76
2	Inventory turnover Ratio (Days) Cost of goods sold /Avg Inventory	258.00	257.00	(0.36)
3	Interest coverage ratio (EBIT : Profit before Exceptional Item and tax + Interest on borrowing)	(4.13)	(4.04)	(2.18)
4	Current ratio Current assets /Current Liability	0.33	0.41	19.72
5	Operating Profit Margin ** (EBIT- other Income) /Net revenue from Operation	(0.14)	(0.26)	45.03
6	Net Profit Margin ** (Net Profit /Revenue from Operation)	(0.14)	(0.22)	35.86

Note:

1. Exceptional items are excluded from Net profit.
2. Debt Equity ratio is Nil, because the company's worth is negative in FY 18-19 & 17-18.

*We realized 59% from our customers including group company debtors during FY 18-19 which resulted in to reduction of outstanding receivable days.

**The increase in operating profit and Net Profit Margin because of effective cost reduction in Manufacturing Cost resulting into increase in Margin.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, downtrend in the industry, economic conditions affecting demand/supply and price conditions in the domestic market in which the Company operates, changes in political and economic environment in India, changes in the Government regulations, tax laws and other statutes, litigations and incidental factors.

For and on Behalf of the Board of Directors

Sd/-

CHETAN SHAH
EXECUTIVE CHAIRMAN
(DIN: 00018960)

Place: Mumbai

Date : 13th November, 2019



INDEPENDENT AUDITORS' REPORT

To
The Members of
ASHAPURA MINECHEM LIMITED
[Company under Corporate Insolvency Resolution Process (CIRP)]

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of Ashapura Minechem Limited [Company under Corporate Insolvency Resolution Process (CIRP)] ("the Company") which comprise the Balance Sheet as at 31st March 2019, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information in which are included the returns for the year ended on that date audited by the branch auditors of the Company's branches located at Chennai and Kodur (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matters described in the Basis for Qualified Opinion paragraph below*, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and the other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, of its loss and total comprehensive income, its changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

Attention is invited to Note No. 42 regarding non provision of the additional liability aggregating to ₹ 18,056.67 lacs towards interest on the shipping claims and along with exchange rate difference thereon (cumulative up to 31st March 2019: ₹ 35,415.44 lacs) The loss for the year is, therefore, understated by ₹ 18,056.67 lacs and other equity as at the balance sheet date is overstated by ₹ 35,415.44 lacs.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

The Hon. National Company Law Tribunal - Mumbai Bench, ("NCLT") admitted an insolvency and bankruptcy petition filed by the Company vide its order dated 15th March, 2019 under the Insolvency and Bankruptcy Code, 2016 ("the Code") and the Company is, therefore, now under Corporate Insolvency Resolution Process (CIRP). Consequently, The Board of the Directors of the Company stands suspended and an Interim Resolution Professional ("IRP") has been appointed by the NCLT. Some of the creditors have, however, moved to the Hon. National Company Law Appellate Tribunal (NCLAT) against the aforesaid order passed by the NCLT. The order passed by the Hon. NCLT has been stayed and is pending for disposal by the Hon. NCLAT.

The Company has incurred losses for past few years, its liabilities exceeded total assets and its net worth has been fully eroded. Since the Company is under Corporate Insolvency Resolution Process (CIRP) and also in view of the continuing operations of the Company, the financial statements have been prepared on a going concern basis.

By virtue of a decree execution order passed by the Hon. Bombay High court on 31st October 2018, a shipping company, against its claims, has taken symbolic possession of certain unencumbered assets of the Company. Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in our forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Corporate Insolvency Resolution Process</p> <p>As stated above under the paragraph of Emphasis of Matter, the Company is under Corporate Insolvency Resolution Process (“CIRP”) w.e.f. 15th March 2019. The Board of Directors of the Company stands suspended and Interim Resolution Professional (IRP) is appointed by the Hon. National Company Law Tribunal (“the NCLT”).</p> <p>Pending the final outcome of CIRP and in the absence of the supervision by the Board of Directors, the management’s reporting system to the IRP becomes critical and therefore, is identified as Key Audit Matter.</p>	<p>Our audit procedures included the followings:</p> <p>We tested the operating effectiveness of the process of the reporting system by the management to the IRP since the date of the Company being under CIRP.</p> <p>We assessed the relevant disclosures and Management Information System Reports being submitted by the management to the IRP on periodic basis.</p>
<p>Assessment of litigations and related disclosure of contingent liabilities</p> <p>The Company is subject to large number of various ongoing legal and tax related claims as stated under note no. 33 – Contingent Liabilities.</p> <p>Significant judgment is required to assess such matters to determine the probability of occurrence of material outflow of economic resources and whether a provision should be recognized or a disclosure should be made. The management judgment is also supported with legal advice in certain cases as considered appropriate.</p> <p>As the ultimate outcomes of the matters are uncertain and material in nature, it is considered to be a Key audit Matter.</p>	<p>Our audit procedures included the followings:</p> <p>We understood, assessed and tested the operating effectiveness of key controls surrounding assessment of litigations and discussed with the management the recent developments and the status of the material litigations;</p> <p>We evaluated management’s assessment by understanding precedents set in similar cases and assessed the reliability of the management’s past estimates and judgments;</p> <p>We reviewed the disclosures made by the Company in the financial statements in this regard;</p> <p>We obtained representation letter from the management on the assessment of these matters.</p>
<p>IT systems and controls over financial reporting</p> <p>The Company is functioning under SAP environment. The system is fully integrated financial accounting and reporting system. This new Enterprise Resource Planning (ERP) system replaces traditional controls. We, therefore, identified IT system and controls over financial reporting as a Key Audit Matter because its financial accounting and reporting systems are reliant on IT systems and IT controls.</p>	<p>Our audit procedures included the followings:</p> <p>We assessed the complexity of the IT environment and design and operating effectiveness of IT general controls over program development and changes, access to programs and data;</p> <p>We also obtained details of SAP governance framework, tested sample critical transactions and interface controls between SAP environment and other auxiliary systems.</p>

Information Other than the Standalone Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board’s Report including Annexures to Board’s Report, Management Discussion and Analysis, Business Responsibility Report, Corporate Governance Report, Shareholder’s Information, but does not include the financial statements and auditor’s report thereon. The Board’s Report and other information are expected to be made available to us after the date of this auditor’s report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the aforesaid reports and information, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

Management’s Responsibility for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concerns and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is high level of assurance, but is not a guarantee that audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of the internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosure, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of two branches of the Company at Chennai and Kodur included in the standalone financial statements of the Company whose financial statements reflect total assets of ₹ 396.39 lacs as at 31st March 2019 and total revenues of ₹ 23.34 lacs for the year ended on that date, as considered in the standalone financial statements. The financial statements of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India terms of sub-section (11) of section 143 of the Act, we give in the Annexure – A, a statement on the matters specified in clause 3 and 4 of the Order, to the extent applicable.

Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

2. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the directors as on 31st March 2019, and taken on record in the meeting of IRP, none of the directors is disqualified as on 31st March 2019, from being appointed as a director in terms section 164(2) of the Act;
- f) With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, our separate report in annexure – B may be referred;
- g) In our opinion and to the best of our information and according to the explanations given to us, remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;
 - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii) There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For P A R K & COMPANY
Chartered Accountants
FRN: 116825W

PRASHANT VORA
Partner
Membership No. 034514

Mumbai
May 30, 2019



ANNEXURE – A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1. In respect of fixed assets:
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. The fixed assets were physically verified by the management at reasonable intervals in a phased manner in accordance with a programme of physical verification. No material discrepancies were noticed on such verification.
 - c. The title deeds of immovable properties are held in the name of the Company.
2. The inventories were physically verified by the management at reasonable intervals during the year. No material discrepancies were noticed on such physical verification carried out by the Company.
3. The Company has granted unsecured loans to companies covered in the register maintained under section 189 of the Act. Since no terms and conditions of these loans are stipulated, we cannot offer any comments as to the repayment of principal amount or overdue amounts, if any. The receipts of interest on these loans are regular.
4. The Company has complied with provisions of Section 185 and 186 of the Act in respect of loans, investments, guarantees and securities, to the extent applicable.
5. The Company has not accepted any deposits within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder with regard to the deposits accepted from the public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
6. We have broadly reviewed the cost records maintained by the Company pursuant to Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. In respect of statutory and other dues:
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Cess, Goods & Service Tax and other material statutory dues, to the extent applicable, with the appropriate authorities during the year. There are no undisputed statutory dues outstanding for a period of more than six months from the date they became payable.
 - b. There are no statutory dues, which have not been deposited on account of dispute except for the followings:

Nature of Dues	Statute	₹ in lacs	Relevant Year	Forum where dispute is pending
Value Added Tax	Andhra Pradesh Value Added Tax Act	16.12	2006-07 to 2009-10	The Commercial Tax Officer
Value Added Tax	Gujarat Value Added Tax Act	30.57	2009-10 to 2013-14	The Assistant Commissioner of VAT
Service Tax	Service Tax Rules	81.38	2008-09, 2009-10	CESTAT- Ahmedabad
Service Tax	Service Tax Rules	6.05	2008-09, 2009-10	CESTAT- Ahmedabad
Income Tax	Income Tax Act	141.79	2007-08, 2008-09	Gujarat High Court
		1,181.92	2010-11	Income Tax Appellate Tribunal

8. The Company has not defaulted in repayment of loans or borrowing to banks except for the dues of certain banks to the extent the amounts stated under note no. 15. The Company has not obtained any borrowings from any financial institutions or government or by way of debentures.

Lender wise details of the defaults are as under:

Bank	Balance as on 31 st March 2019 ₹ in lacs
HDFC Bank	2,140.00

* excluding interest

9. Terms loans obtained by the Company have been applied for the purpose for which they were obtained. The Company has not raised any money, during the year, by way of public offer (including debt instruments).
10. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company or on the Company by its officers or employees was noticed or reported during the year.

Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

11. Managerial remuneration paid or provided by the Company during the year is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. Since the Company is not a Nidhi Company, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
13. All transactions with the related parties are in compliance with Section 177 and 188 of the Act and the details have been disclosed in the financial statements as required by the applicable accounting standards.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. The Company has not entered into any non-cash transactions during the year with directors or persons concerned with him.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For P A R K & COMPANY
Chartered Accountants
FRN: 116825W

PRASHANT VORA
Partner
Membership No. 034514

Mumbai
May 30, 2019



ANNEXURE – B TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

We have audited the internal financial controls over financial reporting of Ashapura Minechem Limited [Company under Corporate Insolvency Resolution Process (CIRP)] (“the Company”) as of 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India (“the ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that -

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For P A R K & COMPANY
Chartered Accountants
FRN: 116825W

PRASHANT VORA
Partner
Membership No. 034514

Mumbai
May 30, 2019

Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

BALANCE SHEET AS AT 31ST MARCH, 2019

		(Indian ₹ in lacs)		
Particulars	Note No.	As at 31st March 2019	As at 31st March 2018	
ASSETS:				
Non-Current Assets				
Property, plant and equipment	2	17,302.81	19,317.69	
Capital work in progress	2	733.38	480.32	
Investment property	3	2,311.57	2,384.15	
Intangible assets	4	72.51	108.11	
Financial assets				
Investments	5	2,676.66	4,396.99	
Loans	6	2,358.04	2,073.67	
Other financial assets	7	388.16	310.24	
Other non-current assets	8	1,342.29	1,842.08	
		<u>27,185.42</u>	<u>30,913.25</u>	
Current Assets				
Inventories	9	13,178.37	13,964.84	
Financial assets				
Investments	5	378.71	-	
Trade receivables	10	7,097.18	7,167.94	
Cash and cash equivalents	11	1,832.52	636.34	
Other bank balances	12	347.67	-	
Loans	6	10.46	14.76	
Other financial assets	7	-	-	
Other current assets	8	9,448.85	10,858.45	
		<u>32,293.76</u>	<u>32,642.33</u>	
		<u>59,479.18</u>	<u>63,555.58</u>	
Total Assets				
EQUITY AND LIABILITIES:				
Equity				
Equity share capital	13	1,739.72	1,739.72	
Other equity	14	(41,887.87)	(34,406.28)	
		<u>(40,148.15)</u>	<u>(32,666.56)</u>	
Liabilities				
Non-current liabilities				
Financial Liabilities				
Borrowings	15	1,442.00	2,354.00	
Other financial liabilities	16	-	-	
Provisions	17	922.78	914.09	
Other non-current liabilities	18	-	14,027.02	
		<u>2,364.78</u>	<u>17,295.11</u>	
Current liabilities				
Financial Liabilities				
Borrowings	15	2,140.00	2,540.00	
Trade payables	19			
Total outstanding dues of Micro and Small Enterprises		25.79	-	
Total outstanding dues of creditors other than Micro and Small Enterprises		6,570.62	4,359.71	
Other financial liabilities	16	26,911.12	24,137.94	
Other current liabilities	18	61,456.32	47,732.24	
Provisions	17	158.70	157.14	
		<u>97,262.55</u>	<u>78,927.03</u>	
		<u>59,479.18</u>	<u>63,555.58</u>	
Total Liabilities				

The accompanying notes are integral part of these financial statements.

As per our report of even date

For P A R K & COMPANY
Chartered Accountants

Sd/-
AJAY PHALOD
Designate Chief Executive Officer

Sd/-
ARUN CHADHA
Interim Resolution Professional

Sd/-
PRASHANT VORA
Partner

Sd/-
ASHISH DESAI
Sr. General Manager-Accounts

Sd/-
SACHIN POLKE
Company Secretary & Vice President

Mumbai
30th May 2019

Mumbai
30th May 2019



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Indian ₹ in lacs)

Particulars	Note No.	2018-2019	2017-2018
REVENUE:			
Revenue from operations (net)	20	33,717.86	23,918.84
Other income	21	963.11	997.92
Total Revenue		34,680.97	24,916.76
EXPENSES:			
Cost of materials consumed	22	10,555.72	8,932.70
Purchases of traded goods		3,546.62	8,574.94
Changes in inventories	23	1,462.11	(4,864.26)
Employee benefits expenses	24	3,059.39	3,093.43
Finance costs	25	945.53	1,064.13
Depreciation and amortisation expenses	26	2,274.98	2,405.89
Other expenses	27	17,683.71	11,071.17
Total Expenses		39,528.06	30,278.00
Profit/(loss) before exceptional items and tax		(4,847.09)	(5,361.24)
Exceptional Items	32	(2,584.36)	(1,512.20)
Profit/(loss) before tax		(7,431.45)	(6,873.44)
Tax expenses			
Current tax		-	-
Deferred tax		-	-
Profit/(loss) for the year		(7,431.45)	(6,873.44)
Other Comprehensive income			
Items that will not be reclassified to profit or loss			
a. Remeasurements of defined benefit plans		(17.22)	89.53
b. Gains on Investments in equity instruments classified as FVOCI		(32.92)	-
Items that may be reclassified to profit or loss			
Other comprehensive income for the year		(50.14)	89.53
Total Comprehensive Income for the year		(7,481.59)	(6,783.91)
Basic and diluted earning per share	28	(8.54)	(7.90)
Face value per share		2.00	2.00

The accompanying notes are integral part of these financial statements.

As per our report of even date

For P A R K & COMPANY
Chartered Accountants

Sd/-
AJAY PHALOD
Designate Chief Executive Officer

Sd/-
ARUN CHADHA
Interim Resolution Professional

Sd/-
PRASHANT VORA
Partner

Sd/-
ASHISH DESAI
Sr. General Manager-Accounts

Sd/-
SACHIN POLKE
Company Secretary & Vice President

Mumbai
30th May 2019

Mumbai
30th May 2019

Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

(Indian ₹ in lacs)

Particulars	2018-2019	2017-2018
A CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax	(7,431.45)	(6,873.44)
Adjustments for -		
Depreciation and amortization	2,274.98	2405.89
Loss / (profit) on sale of investment	(26,480.71)	(4.50)
Loss / (profit) on sale of property, plant & equipment	(214.74)	(2.22)
Dividend	(142.47)	(186.25)
Interest	459.33	417.68
Operating profit before working capital changes	(24,103.61)	2,630.60
Adjustments for -		
Trade and other receivables	1,692.96	3,665.51
Inventories	786.47	(5,195.10)
Trade and other payables	4,717.18	1,338.33
Cash generated from operations	7,196.61	(191.26)
Direct taxes paid	(155.64)	(129.68)
	(17,062.63)	2,309.66
NET CASH FROM OPERATING ACTIVITIES	(24,494.08)	(4,563.78)
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of property, plant & equipment	(732.98)	(1,052.27)
Purchase/sale of Investments	27,789.42	19.97
Sale of property, plant & equipment	542.75	9.79
Dividend received	142.47	186.25
Interest received	212.59	348.31
NET CASH USED IN INVESTING ACTIVITIES	27,954.25	(487.95)



C CASH FLOW FROM FINANCING ACTIVITIES :

Proceeds from loans borrowed (net)	(1,312.00)	(912.00)
Loans lent/recovered	(280.07)	6,709.79
Interest paid	(671.93)	(765.99)

NET CASH USED IN FINANCING ACTIVITIES**(2,264.00)****5,031.80**

Net Increase in Cash and Cash Equivalents**1,196.17****(19.93)**

Cash and cash equivalents as at beginning of the year

636.34

656.27

Cash and cash equivalents as at end of the year

1,832.52

636.34

As per our report of even date**For P A R K & COMPANY**
Chartered AccountantsSd/-
AJAY PHALOD
Designate Chief Executive OfficerSd/-
ARUN CHADHA
Interim Resolution ProfessionalSd/-
PRASHANT VORA
PartnerSd/-
ASHISH DESAI
Sr. General Manager-AccountsSd/-
SACHIN POLKE
Company Secretary & Vice PresidentMumbai
30th May 2019Mumbai
30th May 2019

Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2019

A. SHARE CAPITAL

Particulars	(₹ in Lacs)	
	31st March 2019	31st March 2018
At the beginning of the year	1,739.72	1,739.72
Changes in equity share capital during the year	-	-
At the end of the year	<u>1,739.72</u>	<u>1,739.72</u>

B. OTHER EQUITY

Particulars	Other Comprehensive Income					Total
	Capital Redemption Reserve	Retained earnings	Security premium	Net gain/(loss) on fair value of equity instruments	Net gain/(loss) on fair value of defined benefit plan	
As at 1st April, 2017	1.00	(45,753.65)	17,734.59	511.97	(116.29)	(27,622.38)
Profit for the year	-	(6,873.44)	-	-	-	(6,873.44)
Other comprehensive income for the year (net of tax)	-	-	-	-	89.53	89.53
As at 31st March, 2018	1.00	(52,627.09)	17,734.59	511.97	(26.76)	(34,406.28)
Profit for the year	-	(7,431.45)	-	-	-	(7,431.45)
Other comprehensive income for the year	-	-	-	(32.92)	(17.22)	(50.14)
As at 31st March, 2019	1.00	(60,058.54)	17,734.59	479.05	(43.98)	(41,887.87)

The accompanying notes are integral part of these financial statements.

As per our report of even date

For P A R K & COMPANY
Chartered Accountants

Sd/-
AJAY PHALOD
Designate Chief Executive Office

Sd/-
ARUN CHACHA
Interim Resolution Professional

Sd/-
PRASHANT VORA
Partner

Sd/-
ASHISH DESAI
Sr. General Manager-Accounts

Sd/-
SACHIN POLKE
Company Secretary & Vice President

Mumbai
30th May 2019

Mumbai
30th May 2019



Notes forming part of the financial statements for the year ended 31st March 2019

COMPANY INFORMATION

Ashapura Minechem Limited [Company under Corporate Insolvency Resolution Process (CIRP)] ("the Company") is a public limited company domiciled in India and incorporated on 19th February, 1982 under the provisions of the Companies Act applicable in India. The Company is engaged in the mining, manufacturing and trading of various minerals and its derivative products. The registered office of the Company is located at Jeevan Udyog Building, 3rd Floor, D N Road, Fort, Mumbai – 400 001. The equity shares of the Company are listed on Bombay Stock Exchange (BSE) as well as National Stock Exchange (NSE).

The Company is under Corporate Insolvency Resolution Process w.e.f. 15th March, 2019 and is managed by the Interim Resolution Professional ("IRP") as appointed by the Hon. National Company Law Tribunal. (Refer note no. 39)

The standalone financial statements ("the financial statements") were authorized for issue as approved on 30th May, 2019 by the IRP and the management committee consisting of the Designate CEO, the Company Secretary & Vice President and Sr. General Manager - Accounts.

1 BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation and measurement:

These financial statements are the separate financial statements of the Company (also called standalone financial statements) prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015, as applicable.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Company adopts operating cycle based on the project period and accordingly, all project related assets and liabilities are classified into current and non-current. The Company considers 12 months as normal operating cycle.

The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency, and all values are rounded to the nearest lacs except otherwise indicated.

1.2 Application of New Accounting Pronouncements

The Company has applied the following Ind AS pronouncements pursuant to issuance of the Companies (Indian Accounting Standards) Amendment Rules, 2018. The effect is described below:

- a. The Company has adopted Ind AS 115, Revenue from Contract with Customers with effect from 1st April, 2018.
- b. The Company has elected to recognize cumulative effect of initially applying Ind AS 115 retrospectively as an adjustment to opening balance sheet as at 1st April, 2018 on the contracts that are not completed contract as at that date. There was no impact of above on the opening balance sheet as at 1st April, 2018 and on the Statement of Profit and Loss for the year ended 31st March, 2019.
- c. The Company has adopted Appendix B to Ind AS 21, Foreign Currency Transactions and Advance Consideration with effect from 1st April, 2018 retrospectively to all assets, expenses and income initially recognised on or after 1st April, 2018 and the impact on implementation of Appendix is not material.

1.3 Significant accounting policies:

a. System of accounting

The Company follows mercantile system of accounting and recognises income and expenditure on an accrual basis except in case of significant uncertainties. These financial statements are prepared under the historical cost convention unless otherwise indicated.

b. Key accounting estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

c. Property, plant and equipment

- (i) Property, plant and equipment are stated at historical cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/installation of the assets less accumulated depreciation and accumulated impairment losses, if any.
- (ii) Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss as incurred.
- (iii) The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the statement of profit and loss.
- (iv) Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.
- (v) On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1st April 2016 of its property, plant and equipment and use that carrying value as the deemed cost of the property, plant and equipment on the date of transition i.e. 1st April 2016.
- (vi) The Company depreciates property, plant and equipment on written down value method except for building, plant & machinery, laboratory equipment and excavators where depreciation is provided on straight line method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013 from the date the assets are ready for intended use after considering the residual value.
- (vii) Intangible assets mainly represent implementation cost for software and other application software acquired/developed for in-house use. These assets are stated at cost. Cost includes related acquisition expenses, related borrowing costs, if any, and other direct expenditure.
- (viii) Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

d. Investments properties

- a) Property which is held for long-term rental or for capital appreciation or both is classified as Investment Property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.
- b) Investment properties currently comprise of plot of lands and building.
- c) Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period in which the property is derecognised.

e. Investments and financial assets

- (i) Investments in subsidiary, joint venture and associate companies

Investments in subsidiary, joint venture and associate companies is recognised at cost and not adjusted to fair value at the end of each reporting period. Cost represents amount paid for acquisition of the said investments.

The Company assesses at the end of each reporting period, if there is any indication that the said investments may be impaired. If so, the Company estimates the recoverable value of the investments and provides for impairment, if any, i.e. the deficit in the recoverable value over cost.

Upon first-time adoption of Ind AS, the Company has elected to measure these investments at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1st April, 2016.

- (ii) Other investments and financial assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit or loss. In other cases, the transaction costs are attributed to the acquisition value of financial asset.

Financial assets are subsequently classified measured at –

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition except if and in the period the Company changes its business model for managing financial assets.



Financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset. Where the entity has transferred the asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, financial asset is derecognised.

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition.

f. Inventories

- (i) Raw materials and stores and spares are valued at weighted average cost including all charges in bringing the materials to the present location.
- (ii) Finished and semi-finished goods are valued at the cost plus direct expenses and appropriate value of overheads or net realizable value, whichever is lower.
- (iii) Obsolete, slow moving and defective inventories are written off/valued at net realisable value during the year as per policy consistently followed by the Company.

g. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprises of balance with banks and cash on hand and short term deposits with an original maturity of three month or less, which are subject to insignificant risks of changes in value.

h. Trade receivables

A receivable is classified as a trade receivable if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured net of any expected credit losses.

i. Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs.

j. Financial liabilities

- (i) Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.
- (ii) Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit and loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.
- (iii) Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

k. Trade payables

A payable is classified as a trade payable if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

l. Revenue recognition

- (i) Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.
- (ii) Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, return and goods & service tax. Transaction price is recognised based on the price specified in the contract, net of discounts.
- (iii) Domestic sales are accounted for on dispatch from the point of sale corresponding to transfer of significant risks and rewards of ownership to the buyer.
- (iv) Export sales are recognised on the date of the mate's receipt/shipped on board signifying transfer of risks and rewards of ownership to the buyer as per terms of sales and initially recorded at the relevant exchange rates prevailing on the date of the transaction.
- (v) Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.

- (iv) Revenue in respect of other income is recognised on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

m. Indirect taxes

Excise duty (applicable till 30th June 2017) in respect of goods manufactured by the Company is accounted for at the time of removal of goods from factory for sale.

Purchases of goods and fixed assets are accounted for net of Goods and Service Tax (GST) input credits. Custom duty paid on import of materials is dealt with in respective material accounts.

n. Mining expenses

Expenses incurred on mining including removal of overburden of mines are charged to the statement of profit & loss as mining cost on the basis of quantity of minerals mined during the year, overburden of removal and mining being carried out concurrently and relatively within a short period of time. Mining restoration expenses are annually reviewed and provided for.

o. Research and development expenses and receipts:

Revenue expenditure on research and development is charged against the profit for the year in which it is incurred. Capital expenditure on research and development is shown as an addition to the fixed assets and is depreciated on the same basis as other fixed assets. Receipts of research & development centre of the Company are accounted for as revenue receipts.

p. Foreign currency transactions

- (i) Items included in the financial statements are measured using the currency of primary economic environment in which the company operates ("the functional currency"). The financial statements are presented in Indian Rupee (INR), which is the company's functional and presentation currency.
- (ii) Foreign currency transactions are initially recorded in the reporting currency at foreign exchange rate on the date of the transaction.
- (iii) Monetary items of current assets and current liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- (iv) The gain or loss on decrease/increase in reporting currency due to fluctuations in foreign exchange rates are recognised in the statement of profit or loss.

q. Employee benefit expenses

- (i) Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare fund etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. These benefits are classified as defined contribution schemes as the Company has no further obligations beyond the monthly contributions.
- (ii) The Company provides for gratuity which is a defined benefit plan, the liabilities of which are determined based on valuations, as at the reporting date, made by an independent actuary using the projected unit credit method. Re-measurement comprising of actuarial gains and losses, in respect of gratuity are recognised in the other comprehensive income in the period in which they occur. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.
- (iii) The employees are entitled to accumulate leave subject to certain limits, for future encashment and availment, as per the policy of the Company. The liability towards such unutilised leave as at the end of each balance sheet date is determined based on independent actuarial valuation and recognised in the statement of profit and loss.

r. Leases

A lease is classified at the inception date as a finance lease or an operating lease. Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. The Company has identified all its leases as operating leases.

a) Assets taken on operating lease

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

b) Assets given on operating lease

Assets subject to operating leases are included in fixed assets. Rental income from operating leases is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs including depreciation are recognised as an expense in the statement of profit and loss.



s. Borrowing costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Also, the effective interest rate amortisation is included in finance costs. Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the statement of profit and loss in the period in which they occur.

t. Impairment of non financial assets

As at each reporting date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the statement of profit and loss.

u. Taxes on income

Income tax expense comprises current tax expense and the deferred tax during the year. Current and deferred taxes are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. In case of uncertainty of reversal of the deferred tax assets or when it is no longer probable that sufficient taxable profits will be available in the foreseeable future, deferred tax assets, as a matter of prudence, are not recognised.

The carrying amount of deferred tax is reviewed at each reporting date and measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

v. Provisions and contingent liabilities

The Company creates a provision when there is present obligation, legal or constructive, as a result of past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events. Contingent assets are neither recognised nor disclosed in the financial statements.

w. Earnings Per Share

- (i) Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.
- (ii) For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

x. Offsetting instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

y. Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

z. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the operating decision makers. The decision makers regularly monitor and review the operating result of the whole Company. The activities of the Company, in the opinion of the management, primarily falls under a single segment of "Minerals and its derivative products" in accordance with the Ind AS 108 "Operating Segments".

aa. Changes in Accounting Standards and recent accounting pronouncements

On March 30, 2019 the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2019, notifying Ind AS 116 on leases. Ind AS 116 would replace the existing leases standard Ind AS 17. The standard sets out the principles for recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee the lessor. Ind AS 116 introduces a single lease accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently for operating lease rentals are charged to the statement of profit and loss. The Company is currently evaluating the implications of Ind AS 116 on the Financial Statements.

The Companies (Indian Accounting Standards) Amendment Rules, 2019 also notified amendments to the following accounting standards. The amendments would be effective from April 1, 2019.

- Ind AS 12 Income Tax
- Ind AS 23 Borrowing Cost
- Ind AS 103 Business Combinations
- Ind AS 111 Joint Arrangements
- Ind AS 109 Financial Instruments
- Ind AS 19 Employee Benefits

The Company is in the process of evaluating the impact of such amendments.



Note 2
Property, plant and equipment

(Indian ₹ in lacs)

Particulars	Land	Buildings	Plant & Equipment	Barges	Office Equipment	Furniture & Fixtures	Vehicles	Total
Gross carrying value								
As at 1st April, 2017	1,489.52	4,836.72	2,3696.41	75.98	963.56	1,375.70	779.60	33,217.50
Additions	30.56	294.73	327.65	-	40.52	37.83	33.06	764.36
Disposals /transfer	-	-	(39.71)	-	(3.26)	(1.10)	(36.38)	(80.45)
As at 31st March, 2018	1,520.08	5,131.46	984.36	75.98	1,000.82	1,412.43	776.28	33901.41
Additions	1.23	156.57	278.06	-	28.23	8.47	1.46	474.02
Disposals	-	-	(878.66)	-	(3.60)	-	(0.82)	(883.08)
As at 31st March, 2019	1,521.31	5,288.02	23,383.76	75.98	1,025.45	1,420.89	776.92	33492.34
Accumulated depreciation								
As on 1st April, 2017	-	517.02	9,298.96	73.54	818.74	986.53	690.73	12,385.51
Depreciation charged	-	119.20	1,958.39	-	65.20	103.72	24.59	2,271.10
Disposals /transfer	-	-	(33.70)	-	(3.04)	(1.06)	(35.09)	(72.89)
As at 31st March, 2018	-	636.21	11,223.65	73.54	880.90	1,089.18	680.24	14,583.72
Depreciation charged	-	125.75	1,889.22	-	46.74	79.61	19.56	2,160.88
Disposals	-	-	(550.99)	-	(3.30)	-	(0.78)	(555.06)
As at 31st March, 2019	-	761.96	12,561.88	73.54	924.34	1,168.78	699.02	16,189.53
Net carrying value								
As at 31st March, 2018	1,520.08	4,495.24	12,760.71	2.44	119.92	323.25	96.04	19,317.69
As at 31st March, 2019	1,521.31	4,526.06	10,821.87	2.44	101.11	252.11	77.90	17,302.81
Capital Work in Progress								
As at 31st March, 2018	-	85.70	393.79	-	-	0.83	-	480.32
As at 31st March, 2019	-	87.02	646.36	-	-	-	-	733.38

Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

Note 3 Investment Properties

Particulars	(Indian ₹ in lacs)		
	Land	Building	Total
Gross carrying value			
As at 1st April, 2017	229.38	2794.10	3023.48
Additions / Transfer	-	9.03	9.03
Disposals	-	-	-
As at 31st March, 2018	229.38	2803.13	3032.51
Additions / Transfer	-	-	-
Disposals	-	-	-
As at 31st March, 2019	229.38	2803.13	3032.51
Accumulated depreciation			
As at 1st April, 2017	-	576.06	576.06
Depreciation charged / Transfer	-	72.30	72.30
Disposals	-	-	-
As at 31st March, 2018	-	648.35	648.35
Depreciation charged / Transfer	-	72.58	72.58
Disposals	-	-	-
As at 31st March, 2019	-	720.94	720.94
Net Carrying Amount			
As at 31st March, 2018	229.38	2154.78	2384.15
As at 31st March, 2019	229.38	2082.20	2311.57

i) Amount recognised in profit or loss for investment properties

Particulars	(Indian ₹ in Lacs)	
	31st March 2019	31st March 2018
Rental income	226.87	198.08
Direct operating expenses	-	-
Gain from investment properties before depreciation	226.87	198.08
Depreciation	72.58	72.30
Gain from investment properties	154.29	125.78

ii) Contractual obligations

There are no contractual obligations to purchase, construct or develop investment property.

iii) Fair Value

The carrying value of the investment properties at the end of the year have been deemed to be the fair value determined on the basis of the judgement of the management.



Note 4 Intangible assets

(Indian ₹ in lacs)

Particulars	Mining Lease	Computer Software	Total
Gross carrying value (at deemed cost)			
As at 1st April, 2017	1.11	224.30	225.41
Additions	-	20.07	20.07
As at 31st March, 2018	1.11	244.36	245.47
Additions	-	5.91	5.91
As at 31st March, 2019	1.11	250.27	251.38
Accumulated depreciation			
As on 1st April, 2017	-	74.87	74.87
Amortisation	-	62.50	62.50
As at 31st March, 2018	-	137.36	137.00
Amortisation	-	41.52	41.52
Disposals	-	-	-
As at 31st March, 2019	-	178.88	178.88
Net carrying value			
As at 31st March, 2018	1.11	107.00	108.11
As at 31st March, 2019	1.11	71.40	72.51

Note No. 5 Non-current Investment

(Indian ₹ in lacs)

Particulars	31st March 2019	31st March 2018
a. Investments valued at cost, fully paid up		
Investments in subsidiaries in India		
Ashapura International Limited* - (3,000,000) Equity Shares of ₹ 10 each fully paid-up	-	327.27
Ashapura Claytech Limited 3,560,000 Equity Shares of ₹ 10 each fully paid-up	371.00	371.00
Prashansha Ceramics Limited 700,000 Equity Shares of ₹ 10 each fully paid-up	147.00	147.00
Bombay Minerals Limited* 113,707 (218,080) Equity Shares of ₹ 10 each fully paid-up	498.00	961.54
Ashapura Aluminum Limited 50,000 Equity Shares of ₹ 10 each fully paid-up	5.00	5.00
Ashapura Consultancy Services Private Limited 10,000 Equity Shares of ₹ 10 each fully paid-up	1.00	1.00
Ashapura Resources Private Limited 10,000 Equity Shares of ₹ 10 each fully paid-up	1.00	1.00
Sharda Consultancy Private Limited 10,000 Equity Shares of ₹ 10 each fully paid-up	1.00	1.00
Peninsula Property Developers Private Limited 10,000 Equity Shares of ₹ 10 each fully paid-up	1.00	1.00

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Particulars	31st March 2019	(Indian ₹ in lacs) 31st March 2018
Investments in subsidiaries outside India	1,025.00	1,815.81
Ashapura Minechem UAE FZE	1,123.13	1,123.13
68 Equity Shares of AED 1,50,000 each fully paid-up	1,123.13	1,123.13
Investments in joint ventures in India		
Ashapura Perfoclay Limited**	-	896.66
- (8,966,590) Equity Shares of ₹ 10 each fully paid-up	-	896.66
Investments in joint ventures outside India		
Ashapura Midgulf NV (AMCOL) Antwerp	17.76	17.76
30,750 Equity Shares of Euro 1 each fully paid-up	17.76	17.76
Investments in associates in India		
Ashapura Arcadia Logistics Private Limited	5.50	5.50
55,000 Equity Shares of ₹ 10 each fully paid-up	5.50	5.50
b. Investments in equity shares in others carried at fair value through OCI, fully paid up (Unquoted)		
Shantilal Multiport Infrastructure Private Limited	503.92	536.97
186,285 Equity Shares of ₹ 10 each fully paid-up		
Ashapura International Limited	0.09	-
20 Equity Shares of ₹ 10 each fully paid-up		
Ashapura Perfoclay Limited	0.05	-
50 Equity Shares of ₹ 10 each fully paid-up	504.06	536.97
c. Investment valued at cost		
National Savings Certificates	1.21	1.16
(under lien with sales tax/mining authorities)	1.21	1.16
Total non-current investments	2,676.66	4,396.99
Current Investment		
a. Investment in Mutual fund		
17,706.448 units of Baroda Liquid Fund of ₹ 10 each	378.71	-
Total current investments	378.71	-
Aggregate amount of quoted investments	378.71	-
Market value of quoted investments	378.71	-
Aggregate amount of unquoted investments	2,676.66	4,396.99

* ceased to be subsidiary w.e.f. 19th September, 2018

**ceased to be joint venture w.e.f. 19th September, 2018

Refer note no. 41



Note 6 Loans

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Unsecured, considered good				
Loans to a wholly-owned subsidiary company	2,354.99	2,067.95	-	-
Employee loans	3.05	5.72	10.46	14.76
Other loans	-	-	-	-
Total loans	2,358.04	2,073.67	10.46	14.76

Particulars of loans and advances in the nature of loans as required by regulation 34(3) and 53(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule V to the Companies Act.

Name of the entity	Outstanding balances		Maximum balance outstanding during the year	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Subsidiaries:				
Ashapura Minechem (UAE) FZE	2,354.99	2,067.95	2,354.99	2,354.99
	2,354.99	2,067.95	2,354.99	2,354.99

Note 7 Other financial assets

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Term deposits with maturity of more than 12 months *	388.16	310.24	-	-
Total other financial assets	388.16	310.24	-	-

* under lien with banks against letter of credits and bank guarantees

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Note 9 Other assets

Particulars	(Indian ₹ in lacs)			
	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Trade advances to suppliers	-	-	7,752.35	8,857.23
Less: Provision for doubtful advances	-	-	2,485.82	2,294.96
			<u>5,266.53</u>	<u>6,562.27</u>
Capital advances	265.03	314.11	-	-
Security deposits	1,064.96	1,497.41	-	-
Income tax assets (net) (refer note no. 8.1)	-	-	994.69	839.05
Employee advances	-	-	59.09	32.58
Prepaid expenses	-	-	100.55	138.92
Claims receivables	-	-	529.48	177.40
Employee benefit assets	12.30	30.56	-	-
Input credit receivables	-	-	416.45	821.95
Other advances	-	-	2,082.06	2,286.28
Total other assets	1,342.29	1,842.08	9,448.85	10,858.45
Security deposits:				
Towards land and premises to directors, firms and companies in which some of the directors are interested	45.00	57.00	-	-
Towards premises to subsidiary companies	50.00	440.00	-	-
Towards premises to erstwhile subsidiary company	1.00	1.00	-	-
Trade advances:				
- To subsidiary companies	-	-	3,239.40	4,389.90
- To joint ventures and associates	-	-	708.02	529.04

Note 8.1 Income tax assets (net)

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Income tax assets (net)		
The following table provides the details of income tax assets and liabilities :		
Income tax assets	994.69	839.05
Current income tax liabilities	-	-
Net balance	<u>994.69</u>	<u>839.05</u>
The gross movement in the current tax asset / (liability)		
Net current income tax asset at the beginning	839.05	709.37
Income tax paid (net of refunds)	155.64	129.68
Current income tax expense	-	-
Income tax on other comprehensive income	-	-
Net current income tax asset at the end	<u>994.69</u>	<u>839.05</u>



Note 9 Inventories

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Raw materials	1,887.24	1,322.29
Semi finished goods	2,852.29	3,758.05
Finished goods	2,112.02	1,854.68
Stock-in-trade	5,505.74	6,319.43
Stores & spares	594.25	499.27
Packing materials	226.83	211.12
Total inventories	13,178.37	13,964.84

Note 10 Trade Receivables

(Unsecured, considered good unless otherwise stated)

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Trade receivables	8,366.07	8,335.59
Less: Provision for doubtful debts	(1,268.89)	(1,167.65)
Total trade receivables	7,097.18	7,167.94
Above includes due from related party		
- Subsidiaries	113.20	985.39
- Joint ventures & associates	2,832.82	3,814.01

Note 11 Cash and cash equivalents

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Balances with banks	1,789.92	602.58
Cash on hand	42.60	33.76
Total cash and cash equivalents	1,832.52	636.34

Note 12 Other bank balances

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Margin money deposits *	347.67	-
Other term deposits	-	-
Total other bank balances	347.67	-

* under lien against guaranttes to mining authorities and letter of credits

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Note 13 Equity share capital

(Indian ₹ in lacs)

Particulars	31st March 2019	1st April 2018
Authorised		
125,000,000 equity shares of ₹ 2 each	2,500.00	2,500.00
6,500,000 preference shares of ₹ 100 each	6,500.00	6,500.00
	<u>9,000.00</u>	<u>9,000.00</u>
Issued, Subscribed and Paid up		
86,986,098 equity shares of ₹ 2 each	1,739.72	1,739.72
Total equity share capital	<u>1,739.72</u>	<u>1,739.72</u>

Shares held by each shareholder holding more than 5 percent shares

Name of Shareholder	As at 31st March 2019		As at 31st March 2018	
	Nos.	% of holding	Nos.	% of holding
Mr. Chetan Navnitlal Shah	13,543,814	15.57	13,543,814	15.57
Mrs. Dina Chetan Shah	9,202,360	10.58	9,202,360	10.58
Ashapura Industrial Finance Limited	8,088,000	9.30	8,088,000	9.30
Albula Investment Fund Limited	7,857,345	9.03	7,857,345	9.03

Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a face value of ₹ 2 each ranking pari passu in all respect including voting rights and entitlement to dividend. Each holder of equity shares is entitled to one vote per share. Dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid to the shareholders.

Note 14 Other Equity

(Indian ₹ in lacs)

Particulars	31st March 2019	31st March 2018
Capital Redemption Reserve		
Balance at the beginning of the year	1.00	1.00
Additions during the year	-	-
Balance at the end of the year	<u>1.00</u>	<u>1.00</u>
Securities Premium Account		
Balance at the beginning of the year	17,734.59	17,734.59
Add: transferred from retained earnings	-	-
Balance at the end of the year	<u>17,734.59</u>	<u>17,734.59</u>
Retained earnings		
Balance at the beginning of the year	(52,627.09)	(45,753.65)
Profit for the year	(7,431.45)	(6,873.44)
Appropriations		
Transfer to general reserve	-	-
Balance at the end of the year	<u>(60,058.54)</u>	<u>(52,627.09)</u>
Other components of equity		
Remeasurement of defined benefit plans	(43.98)	(26.76)
Gains on investments in equity instruments	479.05	511.97
	<u>435.07</u>	<u>485.22</u>
Total other equity	<u>(41,887.87)</u>	<u>(34,406.28)</u>



Capital redemption reserve: The Company has created capital redemption reserve from distributable profit upon redemption of preference shares in the past years.

Securities premium account: Amount received in excess of face value of the equity shares is recognized in securities premium account. The reserve is utilised in accordance with the provisions of the Companies Act.

Retained earnings: Retained earnings are the profits/loss of the Company till date, less transfers to general reserve, dividends or other distributions paid to shareholders.

Net gain/(loss) on fair value of defined benefit plans: The Company has recognised remeasurement gains/(loss) on defined benefit plans in OCI. These changes are accumulated within the OCI reserve within other equity. The Company transfers amount from this reserve to retained earning when the relevant obligations are derecognized.

Gain/(loss) on investment in equity instruments: The Company has elected to recognise changes in the fair value of certain investments in equity securities in OCI. These changes are accumulated within the FVTOCI equity investment reserve within equity. The Company transfers amount from this reserve to retained earning when the relevant equity securities are derecognized.

Note 15 Borrowings

Particulars	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
(Indian ₹ in lacs)				
Secured				
Term loans from banks and others*	1,442.00	2,354.00	-	-
Working capital finance from banks**	-	-	2,140.00	2,540.00
	<u>1,442.00</u>	<u>2,354.00</u>	<u>2,140.00</u>	<u>2,540.00</u>
Unsecured	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total borrowings	<u>1,442.00</u>	<u>2,354.00</u>	<u>2,140.00</u>	<u>2,540.00</u>

* upon assignment from a financial institution

Note: Term loans and working capital finance from banks and others are against hypothecation of plant & equipment and vehicles, inventories and book debts and further secured by equitable mortgage of certain immovable assets of the company and also against personal guarantees of some of the directors.

Working capital finance from banks and financial institution are against hypothecation of inventories, book debts and discounting of export bills and further secured by equitable mortgage of fixed assets of the company.

** Amount of default: Current borrowings aggregating to ₹ 2,140.00 lacs have been classified by the respective lenders as non-standard.

Note 16 Other financial liabilities

Particulars	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
(Indian ₹ in lacs)				
Non-current				
Current maturities of long-term debt	-	-	912.00	912.00
Interest accrued and due on borrowings	-	-	2,397.75	2,124.57
Derivatives and other claims payable (refer note no. 43)	-	-	23,601.37	21,101.37
Total other financial liabilities	<u>-</u>	<u>-</u>	<u>26,911.12</u>	<u>24,137.94</u>

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Note 17 Provisions

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Provision for leave encashment	94.91	86.22	17.28	15.05
Provision for minning restoration	827.87	827.87	-	-
Provision for bonus	-	-	97.00	97.67
Provision for royalty	-	-	44.42	44.42
Total provisions	922.78	914.09	158.70	157.14

Note 18 Other liabilities

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Advances from customers	-	-	3,175.11	1,381.30
Statutory liabilities	-	-	181.14	148.18
Shipping claims payable (refer note no. 41, 42)	-	14,027.02	56,116.55	44,224.85
Payable for capital assets	-	-	270.70	364.92
Other liabilities	-	-	1,712.82	1,612.99
Total other liabilities	-	14,027.02	61,456.32	47,732.24

Note 19 Trade payables

(Indian ₹ in lacs)

Particulars	Current	
	31st March 2019	31st March 2018
Trade payables		
Total outstanding dues of Micro and Small Enterprises (refer note no. 36)	25.79	-
Total outstanding dues of creditors other than Micro and Small Enterprises	6,570.62	4,359.71
Total trade payables	6,596.41	4,359.71

Note 20 Revenue from operations

(Indian ₹ in lacs)

Particulars	2018-2019	2017-2018
Sale of Products		
Export sales	11,602.92	8,376.79
Domestic sales	18,565.41	14,267.86
	30,168.33	22,644.65
Other Operating Revenue		
Research & development fees receipts	250.00	330.00
Export incentives & credits	0.92	4.28
Other operating income	3,298.61	939.91
Total revenue from operations	33,717.86	23,918.84



Note 21 Other income

Particulars	2018-2019	(Indian ₹ in lacs)
		2017-2018
Interest receipts	212.59	387.85
Dividend receipts	142.47	186.25
Profit on sale of investment (net)	21.03	4.50
Lease rent receipts	255.37	235.70
Profit on sale of property, plant & equipments (net)	214.74	2.22
Miscellaneous income	116.91	181.40
Total other income	963.11	997.92

Note 22 Cost of materials consumed

Particulars	2018-2019	(Indian ₹ in lacs)
		2017-2018
<u>Raw materials consumed</u>		
Opening stock	1,322.29	1,161.80
Add: Purchases	8,757.62	7,142.59
	<u>10,079.91</u>	<u>8,304.39</u>
Less: Closing stock	(1,887.24)	(1,322.29)
	<u>8,192.67</u>	<u>6,982.10</u>
Rent and royalty	431.95	416.07
Mining expenses	1,931.10	1,534.53
Total cost of material consumed	10,555.72	8,932.70

Note 23 Changes in inventories

Particulars	2018-2019	(Indian ₹ in lacs)
		2017-2018
Closing Stock		
Finished goods	2,112.02	1,854.68
Stock-in-trade	5,505.74	6,319.43
Semi finished goods	2,852.29	3,758.05
	<u>10,470.05</u>	<u>11,932.16</u>
Opening Stock		
Finished goods	1,854.68	2,358.03
Stock-in-trade	6,319.43	1,686.96
Semi finished goods	3,758.05	3,022.91
	<u>11,932.16</u>	<u>7,067.90</u>
Changes in inventories	1,462.11	(4,864.26)

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Note 24 Employee benefit expenses

Particulars	2018-2019	(Indian ₹ in lacs)
		2017-2018
Salaries, wages, allowances and bonus	2,616.40	2,533.02
Directors' remuneration	29.34	29.34
Contribution to provident fund & other welfare funds	203.72	324.06
Staff welfare expenses	209.93	207.01
Total employee benefit expenses	3,059.39	3,093.43

Note 25 Finance costs

Particulars	2018-2019	(Indian ₹ in lacs)
		2017-2018
Interest		
Banks	273.18	297.61
Income tax	0.97	0.13
Others	670.96	765.86
	945.11	1,063.60
Other borrowing costs	0.42	0.53
Total finance costs	945.53	1,064.13

Note 26 Depreciation and amortisation expenses

Particulars	2018-2019	(Indian ₹ in lacs)
		2017-2018
Depreciation on tangible assets	2,233.46	2,343.39
Amortisation of intangible assets	41.52	62.50
Total depreciation and amortisation	2,274.98	2,405.89



Note 27 Other expenses

Particulars	(Indian ₹ in lacs)	
	2018-2019	2017-2018
Manufacturing expenses		
Power and fuel	1,415.34	1,153.44
Machinery repairs and maintenance	79.58	79.55
Packing materials and expenses	612.77	439.76
Stores and spares	746.79	994.63
Carriage inward	19.86	67.01
Other expenses	776.89	775.09
	3,651.23	3,509.48
Selling and distribution expenses		
Sales commission	2.91	0.78
Export freight and insurance	819.28	616.56
Export custom duty	1,149.93	694.25
Export and other shipment expenses	5,566.75	2,651.58
	7,538.87	3,963.17
Administrative and other expenses		
Advertisement and business promotion	77.44	75.21
Rent	84.09	202.91
Rates and taxes	24.64	204.24
Repairs to buildings and others	96.80	140.00
Insurance premiums	67.12	65.70
Travelling expenses	369.43	418.20
Foreign currency fluctuation loss	3,690.12	502.11
Legal and professional fees	613.27	516.92
Provision for doubtful debts and advances and bad debts	387.00	395.39
Bank discount, commission and other charges	39.00	38.50
Payment to auditors	49.23	48.38
Directors sitting fees	23.75	20.50
Donations	22.98	14.97
Miscellaneous expenses	948.74	955.49
	6,493.61	3,598.52
Total other expenses	17,683.71	11,071.17

Payments to auditors

Audit fees	37.00	37.00
Tax audit fees	7.95	7.95
Other services	3.96	2.80
Reimbursement of expenses	0.32	0.63
	49.23	48.38

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Note 28 Earning per share

Particulars	2018-2019	2017-2018
Profit for the year (₹ in lacs)	(7,431.45)	(6,873.44)
Weighted average number of shares (Nos)	86,986,098	86,986,098
Earnings per share (Basic and Diluted) ₹	(8.54)	(7.90)
Face value per share ₹	2.00	2.00

Note 29 Fair value measurement

i. Financial instruments by category

Particulars	31st March 2019			31st March 2018		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
(Indian ₹ in lacs)						
Financial assets						
Investments	378.71	504.06	2,172.60	-	536.97	3,860.02
Trade receivables	-	-	7,097.18	-	-	7,167.94
Loans	-	-	2,368.50	-	-	2,088.43
Other financial assets	-	-	388.16	-	-	310.24
Cash and cash equivalents	-	-	1,832.52	-	-	636.34
Other bank balances	-	-	347.67	-	-	0.00
Total financial assets	378.71	504.06	14,206.63	-	536.97	14,062.97
Financial liabilities						
Borrowings	-	-	3,582.00	-	-	4,894.00
Trade payables	-	-	6,596.42	-	-	4,359.71
Other financial liabilities	-	-	26,911.12	-	-	24,137.94
Total financial liabilities	-	-	37,089.53	-	-	33,391.65

ii) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair value are disclosed in the financial statements. To provide an indication about the realisability of the inputs used in determining fair value, the Company has classified its financial instruments into the following three levels prescribed under Ind AS - 113 "Fair Value Measurements".

Financial assets measured at fair value - recurring fair value measurements at 31st March 2019

Particulars	Level			Total
	Level 1	Level 2	Level 3	
(Indian ₹ in lacs)				
Financial investment at FVOCI				
Investment in equity shares (unquoted)	-	-	504.06	504.06
Financial investment at FVPL				
Investment in mutual fund (quoted)	378.71	-	-	378.71
Total	378.71	-	504.06	882.76

Financial assets measured at fair value - recurring fair value measurements at 31st March 2018

Particulars	Level			Total
	Level 1	Level 2	Level 3	
(Indian ₹ in lacs)				
Financial investment at FVOCI				
Investment in equity shares (unquoted)	-	-	536.97	536.97
Total	-	-	536.97	536.97

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices in active markets. Quotes would includes rates / values / valuation references published periodically by stock, bonds and mutual funds, as the case may be.

Level 2 : The fair value of financial instrument that are not traded in an active market are determined using valuation techniques which maximise the use of observable market data (either directly as prices or indirectly derived form prices) and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level2.

Level3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level3.



Note 30 Financial risk management

The Company's activities expose it to credit risk, liquidity risk and market risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, financial assets and trade receivables	Credit ratings, Aging analysis, credit evaluation	Diversification of counter parties, investment limits, check on counter parties basis credit rating and number of overdue days
Liquidity risk	Borrowings, trade payables and other liabilities	Maturity analysis	Maintaining sufficient cash/ cash equivalents and marketable securities
Market risk	Financial assets and liabilities not denominated in INR	Sensitivity analysis	Constant evaluation and proper risk management policies

The Board provides guiding principles for overall risk management as well as policies covering specific areas such as foreign exchange risk, credit risk and investment of surplus liquidity.

A. Credit risk

Credit risk refers to the risk of a counter party default on its contractual obligation resulting into a financial loss to the Company. The maximum exposure of the financial assets represents trade receivables, work in progress and receivables from group companies and others.

In respect of trade receivables, the Company uses a provision matrix to compute the expected credit loss allowances for trade receivables in accordance with the expected credit loss (ECL) policy of the Company. The Company regularly reviews trade receivables and necessary provisions, whenever required, are made in the financial statements.

B. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet its commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial assets quickly at close to its fair value.

The Company, to the best extent possible, attempts to manage liquidity risk by maintaining adequate liquid assets and banking facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Contractual maturities of significant financial liabilities are as follows:

Particulars	(Indian ₹ in lacs)		
	Less than or equal to one year	more than one year	Total
As on 31st March 2019			
Borrowings	2,140.00	1,442.00	3,582.00
Trade payables	6,596.42	-	6,596.42
Other financial liabilities	26,911.12	-	26,911.12
As on 31st March 2018			
Borrowings	2,540.00	2,354.00	4,894.00
Trade payables	4,359.71	-	4,359.71
Other financial liabilities	24,137.94	-	24,137.94

C. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

The Company has several balances in foreign currency and consequently, the Company is exposed to foreign exchange risk. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies, to the extent possible.

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a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings, wherever possible.

Company's exposure to foreign currency risk at the end of each reporting period is as under:

b) Exposure in foreign currency - unhedged

Currency	(respective foreign currencies in lacs)	
	31st March 2019	31st March 2018
Receivables		
USD	13.93	13.44
EURO	6.61	6.83
SGD	0.02	-
GBP	0.03	0.00
Payables		
USD	887.06	947.38
EURO	0.17	0.14
SGD	0.01	-
GBP	0.09	-
Loans to overseas subsidiaries		
USD	34.03	31.72

d) Foreign currency sensitivity

The Company is mainly exposed to changes in USD and EURO. The below table demonstrates the sensitivity to a 5% increase or decrease in the USD and EURO against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

Particulars	Currency	Change in rate	(Indian ₹ in lacs)
			Effect on profit before tax
March 31, 2019	USD	+5%	(2,903.30)
	USD	-5%	2,903.30
March 31, 2018	USD	+5%	(2,941.23)
	USD	-5%	2,941.23
March 31, 2019	EURO	+5%	25.02
	EURO	-5%	(25.02)
March 31, 2018	EURO	+5%	27.04
	EURO	-5%	(27.04)



Note 31 Capital management

The Company's capital management objective is to maximise the total shareholder returns by optimising cost of capital through flexible capital structure that supports growth. Further, the Company attempts to ensure optimal credit risk profile to maintain/enhance credit rating.

The Company determines the amount of capital required on the basis of annual operating plan and long-term strategic plans. The funding requirements are met through internal accruals and long-term/short-term borrowings. The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the company.

However, due to the business losses for the past few years, the net worth of the company remains negative and in view of the fact that the current liabilities of the Company are much higher than the current assets as on the balance sheet date, the Company may find it difficult to meet its financial obligations unless long-term funds are generated by the Company.

The following table summarises the capital of the Company:

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Total debt	4,494.00	5,806.00
Total equity	(40,148.15)	(32,666.56)
total debt to equity ratio	(0.11)	(0.18)

Note 32 Exceptional items

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
1 Net liabilities in respect of exchange rate difference on a disputed shipping claim and differences and gain on account of fair valuation of long term liabilities	(11,535.53)	-
2 Additional liabilities in respect of termination of a settlement agreement by a creditor	(15,008.51)	-
3 Profit on transfer of the pledged shares (refer note no. 41)	26,459.68	-
4 Additional liability on one time settlement with a bank	(2,500.00)	-
5 Net liabilities in respect of hitherto unprovided additional liability on account of exchange rate differences on a disputed shipping claim and differences and gain on account of fair valuation of long-term liability towards settlement of two shipping claims as well as liability upon settlement with a shipping company.	-	(1,512.20)
Total....	(2,584.36)	(1,512.20)

Note 33 Contingent Liabilities

No.	Particulars	(Indian ₹ in lacs)	
		31st March 2019	31st March 2018
1	Guarantees to banks against credit facilities extended to subsidiary companies*	14,129.42	13,759.37
2	Guarantees to banks against credit facilities extended to joint venture and associate companies**	3,200.00	3,200.00
3	Guarantees given by the Company to various government authorities	4,383.25	5,741.03
4	In respect of contracts remaining to be executed	98.69	131.17
5	In respect of disputed income tax matters	1,545.11	1,433.32
6	In respect of disputed VAT and service tax matters	145.44	134.12
7	Shipping claims against the Company not acknowledged as debt	52,068.13	4,325.54
8	Other claims against the Company not acknowledged as debt	48,384.29	6,306.14
9	In respect of other matters	28.43	15.89
	Total....	123,982.77	35,046.58

Note:

Contingent liabilities stated above include claims lodged by various creditors till the date of the signing of this report to the IRP under regulation 8 of the Insolvency and Bankruptcy Board of India (Insolvency Process for Corporate Persons) Regulation 2016.

* one of the subsidiaries ceased to be a subsidiary w.e.f. 19th September, 2018

** ceased to be joint venture w.e.f. 19th September, 2018

Refer note no 41

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Note 34 Employee benefits

Funded Scheme - Gratuity

Liability for employee gratuity has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Indian Accounting Standard 19 the details of which are as hereunder. The Company makes contributions to approved gratuity fund.

Particulars	31st March 2019	(Indian ₹ in lacs) 31st March 2018
Amount recognised in balance sheet		
Present value of funded defined benefit obligation	(667.62)	(651.82)
Fair value of plan assets	679.92	682.39
Net unfunded obligation/(surplus assets)	12.30	30.56
Expense recognised in the statement of profit and loss		
Current service cost	40.20	40.30
Expected return on plan assets	-	96.67
Interest on net defined benefit asset	(2.36)	(5.34)
Total expense charged to profit and loss Account	37.83	131.62
Amount recorded as other comprehensive income		
Opening amount recognised in OCI outside profit & loss Account	(26.76)	(116.29)
Remeasurements during the period due to:		
Changes in financial assumptions	(8.34)	89.53
Actual return on plan assets less interest on plan assets	(8.88)	-
Closing amount recognised in OCI outside profit & loss account	(43.98)	(26.76)
Reconciliation of net liability/(asset)		
Opening net defined benefit liability/(asset)	(30.56)	(66.80)
Expense charged to profit and loss account	37.83	131.62
Amount recognised outside profit and loss account	17.22	(89.53)
Employer contributions	(36.78)	(5.85)
Closing net defined benefit liability/(asset)	(12.30)	(30.56)
Movement in benefit obligation		
Opening of defined benefit obligation	651.82	649.20
Current service cost	40.20	40.30
Past Service cost	-	96.67
Interest on defined benefit obligation	50.39	51.94
Actuarial loss/(gain) arising from change in financial assumptions	(1.30)	12.77
Benefits paid from the fund	(83.12)	(83.24)
Actuarial loss/(gain) on obligation	9.64	(115.81)
Closing of defined benefit obligation	667.62	651.82
Movement in plan assets		
Opening fair value of plan assets	682.39	716.00
Return on plan assets excluding interest income	(8.88)	(13.51)
Interest income	52.75	57.28
Contributions by employer	36.78	5.85
Benefits paid	(83.12)	(83.24)
Closing of defined benefit obligation	679.92	682.39
Principal actuarial assumptions		
Discount Rate	7.76	8.00
Salary escalation rate p.a.	7.76	7.73
Future salary increase	5.00	5.00
Rate of employee turnover	4.00	4.00



Sensitivity analysis for significant assumption is as shown below:

No.	Particulars	31st March 2019	(Indian ₹ in lacs)
			31st March 2018
1	Discount Rate - 1% Increase	(40.86)	(45.21)
	Discount Rate - 1% Decrease	46.02	51.38
2	Salary - 1% Increase	46.83	52.28
	Salary - 1% Decrease	42.25	(46.73)
3	Employee Turnover - 1% Increase	8.14	9.71
	Employee Turnover - 1% Decrease	(9.01)	(10.82)

The following are the expected future benefit payments for the defined benefit plan:

No.	Particulars	31st March 2019	(Indian ₹ in lacs)
			31st March 2018
1	Within the next 12 months (next annual reporting period)	92.27	74.26
2	Between 2 and 5 years	185.46	203.64
3	Beyond 5 years	977.55	1,053.01

Note 35 Disclosure as required by the ind AS 17, "Leases" as specified in the Companies (Accounting Standards) Rules 2015 (as amended) are given below :

- The aggregate lease rentals payable are charged to the statement of profit & loss as rent in note no. 27.
- The Company has taken properties on operating lease. The lease rentals are payable by the Company on a monthly or quarterly basis.
- The Leasing arrangements, which are non-cancellable over the period of the arrangements, the disclosures in respect of the same:

No.	Particulars	31st March 2019	(Indian ₹ in lacs)
			31st March 2018
	Total of future minimum lease payments under non-cancellable operating lease for each of the following periods:		
1	Not later than one year	63.00	62.79
2	Later than one year and not later than five years	315.00	251.15
3	Later than five years	-	-
4	Lease payment recognised in statement of profit & loss	59.81	57.37

Note 36 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2018-19, to the extent the Company has received intimation from the Suppliers regarding their status under the Act.

No.	Particulars	31st March 2019	(Indian ₹ in lacs)
			31st March 2018
	Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per MSMED Act)		-
1	Principal amount due to micro and small enterprise	25.79	-
2	Interest due on above	-	-

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Note 37 Details of Income and Expenditure on Research and Development:

Particulars	(Indian ₹ in lacs)	
	2018-2019	2017-2018
Salaries, wages, allowances and bonus	200.03	177.18
Contribution to employee benefit funds	9.96	9.21
Staff welfare expenses	8.40	7.44
Machinery repairs and maintenance	29.75	22.36
Laboratory analysis and other expenses	80.68	66.98
Other selling expenses	8.75	1.65
Travelling expenses	5.47	13.29
Rent	14.52	14.52
Rates and taxes	0.05	1.77
Building and other repairs	21.44	23.23
Advertisement and business promotion	0.48	0.45
Legal and professional fees	7.67	8.58
Sundry balances written off	0.00	0.00
Bank commission and other charges	0.02	0.04
Payment to auditors	0.30	0.30
Insurance premiums	1.15	0.62
General expenses	38.40	41.11
	427.07	
		388.73
Material cost	4.47	(3.70)
Finance cost	-	0.02
Depreciation	107.28	115.86
	538.82	500.91
Less:		
Receipt from research activities	250.00	330.00
Interest income	0.05	0.04
Sundry balances written back	1.14	0.00
Gain on Foreign currency fluctuation	2.35	0.00
Other operational income	-	0.42
	253.55	330.45
Net surplus/(deficit)	(285.27)	(170.46)



Note 38 As per Ind AS 24, Disclosure of transactions with related parties (as identified by the management) as defined in Ind AS are given below:

Sr No.	Particulars	Country of incorporation
(i) Subsidiaries companies		
1	Ashapura Alumium Limited	India
2	Ashapura Claytech Limited	India
3	Ashapura Consultancy Services Private Limited	India
4	Ashapura Holdings (UAE) FZE	UAE
5	Ashapura International Limited ²	India
6	Ashapura Maritime FZE	UAE
7	Ashapura Minechem (UAE) FZE	UAE
8	Ashapura Guinea Resources SARL ³	Guinea
9	Ashapura Resources Private Limited	India
10	Bombay Minerals Limited	India
11	Peninsula Property Developers Private Limited	India
12	Prashansha Ceramics Limited	India
13	PT Ashapura Resources	Indonesia
14	PT Ashapura Bentoclay Fareast	Indonesia
15	Sharda Consultancy Private Limited	India
(ii) Joint ventures and associates		
16	Altage Stone Crushing Industries	India
17	APL Valueclay Private Limited 4	India
18	Ashapura Arcadia Logistic Private Limited	India
19	Ashapura Dhofar Resources LLC	Oman
20	Ashapura Exports Private Limited	India
21	Ashapura Farest MPA Sdn Bhd	Malaysia
22	Ashapura Foundation	India
23	Ashapura Midgulf NV	Belgium
24	Ashapura Mineral Company	India
25	Ashapura Overeas Private Limited	India
26	Ashapura Perfoclay Limited 4	India
27	Chetan N Shah HUF	India
28	Emo Ashapura Energy and Mining	Nigeria
29	Kutch Navniraman Trust	India
30	Manico Resources Private Limited	India
31	Minologistic Corporation	India
32	Minotrans Logistic Corporation	India
33	Orient Abrasives Limited	India
34	Sharda Industrial Corporation	India
35	Sohar Ashapura Chemicals LLC	Oman
(iii) Key managerial personnel		
36	Mr. Chetan Shah	Non-Executive Chairman
37	Mr. Rajnikant Pajwani	Whole Time Director & CEO
38	Mr. Harish Motiwala	Independent Director
39	Mr. Ashok Kadakia	Independent Director
40	Mr. Abhilash Munsif	Independent Director
41	Mr. Pundrik Sanyal	Independent Director
42	Mrs. Navita Gaiha	Independent Director
43	Mr. Sachin Polke	Company Secretary & Vice President
44	Mr. Ajay Phalod 5	Designate CEO
45	Mr. Ashish Desai	Sr. General Manager - Accounts
46	Ms. Surekha Sathe	Vice President - Information Technology
47	Mr. Akhilesh Kumar Sinha	Vice President - HR

Notes:

- 1 With the appointment of Interim Resolution Professional (IRP), the Board of Directors stands suspended w.e.f. 15th March, 2019.
- 2 ceased to be subsidiary w.e.f. 19th September, 2018
- 3 ceased to be subsidiary w.e.f. 16th August, 2018
- 4 ceased to be joint venture w.e.f. 19th September, 2018
- 5 Designate CEO nominated by IRP w.e.f. 19th March, 2019

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Nature of transaction	Relationship	(Indian ₹ in lacs)	
		Year ended 31st March 2019	Year ended 31st March 2018
1. Sales of materials			
Ashapura International Limited	Subsidiary	2,320.49	3,383.52
Bombay Minerals Limited	Subsidiary	946.12	37.22
Ashapura Perfoclay Limited	Joint Venture	1,216.83	3,818.53
Ashapura Holdings (UAE) FZE	Subsidiary	21.30	-
Orient Abrasives Limited	Associate	536.74	1,328.13
Ashapura Farest MPA Sdn Bhd	Associate	-	276.62
Total...		5,041.50	8,844.03
2. Sale of assets			
Bombay Minerals Limited	Subsidiary	-	21.77
Orient Abrasives Limited	Associate	7.92	-
Ashapura Dhofar Resources LLC	Joint Venture	716.96	-
Total...		724.88	21.77
3. Purchase of materials			
Bombay Minerals Limited	Subsidiary	706.01	2,922.25
Ashapura International Limited	Subsidiary	1,257.51	4,828.07
Ashapura Claytech Limited	Subsidiary	-	162.48
Ashapura Perfoclay Limited	Joint Venture	1.97	1.36
Orient Abrasives Limited	Associate	704.66	239.87
Total...		2,670.16	8,154.04
4. Interest received			
Ashapura Minechem (UAE) FZE	Subsidiary	155.54	144.08
Bombay Minerals Limited	Subsidiary	-	129.64
Ashapura Perfoclay Limited	Joint Venture	-	14.64
Total...		155.54	288.36
5. Lease rent paid			
Ashapura Consultancy Service Private Limited	Subsidiary	-	59.39
Ashapura International Limited	Subsidiary	6.78	14.52
Peninsula Property Developers Private Limited	Subsidiary	-	7.38
Sharda Consultancy Services Private Limited	Subsidiary	-	12.23
Bombay Minerals Limited	Subsidiary	0.60	0.60
Total...		7.38	94.12
6. Reimbursement of administrative expenses received/(paid)			
Ashapura Claytech Limited	Subsidiary	1.60	(0.16)
Ashapura Consultancy Services Private Limited	Subsidiary	0.47	(7.11)
Ashapura International Limited	Subsidiary	207.26	779.15
Bombay Minerals Limited	Subsidiary	(309.64)	4.52
Peninsula Property Developers Private Limited	Subsidiary	0.21	(0.89)
Sharda Consultancy Services Private Limited	Subsidiary	0.42	(1.47)
Ashapura Resources Private Limited	Subsidiary	6.86	-
Ashapura Aluminum Limited	Subsidiary	0.44	-
Ashapura Overseas Private Limited	Associate	0.08	14.00
Orient Abrasives Limited	Associate	(7.75)	(2.22)
APL Valueclay Private Limited	Joint Venture	0.64	0.14
Ashapura Perfoclay Limited	Joint Venture	280.72	554.68
Total...		181.32	1,340.65



Nature of transaction	Relationship	(Indian ₹ in lacs)	
		Year ended 31st March 2019	Year ended 31st March 2018
7. Rent received			
Ashapura International Limited	Subsidiary	95.26	189.73
Ashapura Overseas Private Limited	Associate	1.20	1.20
Ashapura Resources Private Limited	Subsidiary	2.25	-
Orient Abrasives Limited	Associate	8.40	2.10
Bombay Minerals Limited	Subsidiary	5.51	5.25
	Total...	112.62	198.28
8. R & D charges receipts			
Ashapura International Limited	Subsidiary	150.00	200.00
Orient Abrasives Limited	Associate	25.00	-
Ashapura Perfoclay Limited	Joint Venture	75.00	100.00
	Total...	250.00	300.00
9. Shipment Income			
Bombay Minerals Limited	Subsidiary	-	56.31
10. Stores, Spares & Packing Materials Purchase			
Ashapura Perfoclay Limited	Joint Venture	-	1.20
APL Valueclay Private Limited	Joint Venture	0.20	-
Ashapura International Limited	Subsidiary	-	8.87
Orient Abrasives Limited	Associate	3.96	2.66
	Total...	4.16	12.74
11. Operational Income			
Ashapura Arcadia Logistic Private Limited	Associate	-	18.00
Orient Abrasives Limited	Associate	-	28.93
Ashapura International Limited	Subsidiary	28.03	-
	Total...	28.03	46.93
12. Guarantee commission			
Bombay Minerals Limited	Subsidiary	29.00	-
13. Royalty			
Chetan Shah HUF	Associate	93.65	-
Outstanding Balances:			
1. Trade receivables			
Ashapura International Limited	Subsidiary	-	970.02
Ashapura Holdings (UAE) FZE	Subsidiary	21.73	-
Ashapura Arcadia Logistic Private Limited	Associate	-	40.95
Ashapura Exports Private Limited	Associate	385.58	385.58
Ashapura Midgulf NV	Joint Venture	506.77	526.99
Ashapura Overseas Private Limited	Associate	259.41	257.91
Ashapura Perfoclay Limited	Joint Venture	1,168.70	1,418.18
Manico Resources Private Limited	Associate	12.50	12.50
Ashapura Farest MPA Sdn Bhd	Associate	-	336.03
APL Valueclay Private Limited	Joint Venture	0.21	0.13
Ashapura Resources Private Limited	Subsidiary	91.47	15.38
Orient Abrasives Limited	Associate	486.53	823.37
Ashapura Guinea Resources SARL	Subsidiary	13.12	12.36
	Total...	2,946.02	4,799.40

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Nature of transaction	Relationship	(Indian ₹ in lacs)	
		Year ended 31st March 2019	Year ended 31st March 2018
2. Security Deposit			
Ashapura Consultancy Service Private Limited	Subsidiary	-	230.00
Ashapura International Limited	Subsidiary	1.00	1.00
Ashapura Claytech Limited	Subsidiary	50.00	50.00
Peninsula Property Developers Private Limited	Subsidiary	-	20.00
Sharda Consultancy Services Private Limited	Subsidiary	-	140.00
Sharda Industrial Corporation	Associate	45.00	45.00
Ashapura Mineral Company	Associate	-	12.00
	Total...	96.00	498.00
3. Trade Payables			
Ashapura Mineral Company	Associate	-	16.03
Ashapura Midgulf NV	Associate	148.28	-
Ashapura Arcadia Logistic Private Limited	Associate	49.41	82.74
Orient Abrasives Limited	Associate	-	4.44
APL Valuclay Private Limited	Joint Venture	0.24	-
	Total...	197.92	103.21
4. Trade Advances			
Ashapura Claytech Limited	Subsidiary	297.41	445.81
Bombay Minerals Limited	Subsidiary	2,941.99	3,944.09
Manico Resources Private Limited	Associate	51.01	51.01
Mino Trans Logistics	Associate	164.42	-
Altage Stone Crushing Industries	Associate	445.85	431.28
Minologistics Corporation	Associate	46.74	46.74
	Total...	3,947.42	4,918.93
5. Intercorporate loans given			
Ashapura Minechem (UAE) FZE	Subsidiary	2,354.99	2,067.95
6. Advances from customers			
Ashapura Aluminum Limited	Subsidiary	16.45	16.89
Ashapura Minechem (UAE) FZE	Subsidiary	182.69	-
Ashapura Farest MPA Sdn Bhd	Associate	0.70	-
	Total...	199.84	16.89
Key management personnel and relatives			
1. Remuneration			
Mr. Rajnikant Pajwani	Whole Time Director & CEO	29.34	29.34
Others		284.70	227.89
	Total...	314.04	257.23
2. Reimbursement of expenses paid			
Ms. Surekha Sathe	Vice President - Information Technology	2.94	-
Mr. Ashish Desai	Sr. General Manager - Accounts	2.40	-
Mr. Ajay Phalod	Designate CEO	2.40	-
Mr. Akhileshkumar Sinha	Vice President - HR	2.94	-
Mr. Sachin Polke	Company Secretary & Vice President	2.94	-
	Total...	13.62	-



Nature of transaction	Relationship	(Indian ₹ in lacs)	
		Year ended 31st March 2019	Year ended 31st March 2018
3. Sitting fees			
Mr. Chetan Shah	Non-Executive Chairman	2.00	2.00
Mr. Harish Motiwala	Independent director	5.75	5.00
Mr. Ashok Kadakia	Independent director	3.25	2.00
Mr. Abhilash Munsif	Independent director	5.75	4.00
Mr. Pundrik Sanyal	Independent director	5.50	5.00
Mr. Arun Chadha	Independent director	-	-
Mrs. Navita Gaiha	Independent director	1.50	2.50
	Total...	23.75	20.50

39. The Company, on 12th December 2018, moved to the National Company Law Tribunal (NCLT) - Mumbai Bench, under appropriate and relevant provisions of the Insolvency and Bankruptcy Code, 2016. The said petition is admitted by the NCLT by its order dated 15th March 2019 and the Company is, therefore, now under Corporate Insolvency Resolution Process (CIRP). Consequently, The Board of the Directors of the Company stands suspended and Mr. Arun Chadda has been appointed by the NCLT as Interim Resolution Professional. Some of the creditors have, however, moved to the Hon. National Company Law Appellate Tribunal (NCLAT) against the aforesaid order passed by the NCLT. The order passed by the Hon. NCLT has been stayed and is pending for disposal by the Hon. NCLAT.

40. By virtue of a decree execution order passed by the Hon. Bombay High court on 31st October 2018, a shipping company, against its claims, has taken symbolic possession of certain unencumbered assets of the Company.

41. One of the creditors, with whom the Company had entered into settlement agreement, terminated during the year, the settlement agreement of US \$ 45 million payable over 25 years and invoked pledge of shares of two subsidiary companies and a joint venture company on 19th September 2018 and 4th October 2018. Accordingly, 100% shares of a wholly-owned subsidiary, Ashapura International Limited; 47.86% shares of a subsidiary company, Bombay Minerals Limited; and the entire holding of 50% in a joint venture company, Ashapura Perfoclay Limited have been taken over by the said creditor due to trigger of these pledged shares.

The Company is in the process of defending the said invocation of pledge by the creditor. These financial results have, however, been prepared on the basis of the aforesaid changes in the investments of the Company. In absence of any consensus between the Company and the said creditor, transfer of the aforesaid investments is accounted for on the book value of the respective companies as on the date of the transfer. This may undergo a change upon settlement on valuation of the respective transferee companies.

42. Total amount payable in respect of the shipping claim as stated in (41) above, along with another claim payable to a creditor (net of invocation of pledge shares) as stated in (40) above, is ₹ 56,116.55 lacs (previous year: ₹ 58,251.87 lacs) which have been duly provided for. The Company has, however not provided towards interest on these claims along with exchange rate difference thereon for the year aggregating to ₹ 18,056.67 lacs (cumulative up to 31st March 2019: ₹ 35,415.44 lacs) The loss for the period is, therefore, understated by ₹ 18,056.67 lacs and other equity as on the balance sheet date is overstated by ₹ 35,415.44 lacs.

43. As directed by the Security and Exchange Board of India (SEBI), the Company has, during the financial year 2014-15, made provisions of unprovided disputed loss/liability aggregating to ₹ 21,101.38 lacs in respect of foreign currency derivative contracts, which were the subject matter of the qualification in the Auditors' Report in the earlier years. The Company, however, based on the legal advice received, maintains that that these financial derivatives contracts are void and unenforceable.

44. Balances with some of the banks as well as balances for trade payables, trade receivables, for loans and advances are subject to confirmations from the respective parties and reconciliations, if any, in many cases. In absence of such confirmations, the balances as per books have been relied upon by the auditors.

45. All the amounts have been stated in Indian ₹ in lacs, unless otherwise stated.

46. Previous year's figures has regrouped and rearranged, wherever necessary.

As per our report of even date

For P A R K & COMPANY
Chartered Accountants

Sd/-
PRASHANT VORA
Partner
Mumbai
30th May 2019

Sd/-
ARUN CHADDA
Interim Resolution Professional
Sd/-
ASHISH DESAI
Sr. General Manager-Accounts
Mumbai
30th May 2019

Sd/-
AJAY PHALOD
Designate Chief Executive Officer
Sd/-
SACHIN POLKE
Company Secretary & Vice President

CONSOLIDATED FINANCIAL STATEMENTS

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INDEPENDENT AUDITORS' REPORT

To The Members of ASHAPURA MINECHEM LIMITED

[Company under Corporate Insolvency Resolution Process (CIRP)]

Report on the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of **Ashapura Minechem Limited [Company under Corporate Insolvency Resolution Process (CIRP)]** ("the Parent Company") and its subsidiaries (the Parent Company and its subsidiaries together referred to as "the Group") which includes Group's share of profit in its associates and joint ventures, comprising the Consolidated Balance Sheet as at 31st March 2019, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and the consolidated statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on separate financial statements of the subsidiaries, associates and joint ventures referred to in the Other Matters paragraph below, *except for the effects of the matters described in the Basis for Qualified Opinion paragraph below*, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and the other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2019 and their consolidated loss, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

Attention is invited to Note No. 43 regarding non provision of the additional liability aggregating to ₹ 18,056.67 lacs towards interest on the shipping claims and along with exchange rate difference thereon (cumulative up to 31st March 2019: ₹ 35,415.44 lacs). The loss for the year is, therefore, understated by ₹ 18,056.67 lacs and other equity as at the balance sheet date is overstated by ₹ 35,415.44 lacs.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of Matter

- The Hon. National Company Law Tribunal - Mumbai Bench, ("NCLT") admitted an insolvency and bankruptcy petition filed by the Parent Company vide its order dated 15th March, 2019 under the Insolvency and Bankruptcy Code, 2016 ("the Code") and the Parent Company is, therefore, now under Corporate Insolvency

Resolution Process (CIRP). Consequently, The Board of the Directors of the Parent Company stands suspended and an Interim Resolution Professional ("IRP") has been appointed by the NCLT. Some of the creditors have, however, moved to the Hon. National Company Law Appellate Tribunal (NCLAT) against the aforesaid order passed by the NCLT. The order passed by the Hon. NCLT has been stayed and is pending for disposal by the Hon. NCLAT.

- The Parent Company has incurred losses for past few years, its liabilities exceeded total assets and its net worth has been fully eroded. Since the Parent Company is under Corporate Insolvency Resolution Process (CIRP) and also in view of the continuing operations of the Parent Company, the financial statements have been prepared on a going concern basis.
- By virtue of a decree execution order passed by the Hon. Bombay High court on 31st October 2018, a shipping company, against its claims, has taken symbolic possession of certain unencumbered assets of the Parent Company.
- Two of the subsidiaries viz. Ashapura Maritime UAE FZE and Ashapura Claytech Limited- India have not carried out any commercial activities for past few years and have accumulated losses as on 31st March, 2019. This condition indicates the existence of material uncertainty that may cast significant doubts over these subsidiaries' ability to continue as going concerns. However, since the management is hopeful of providing necessary financial support and resuming activities in the near future, these financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of these matters.

Key audit matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in our forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Corporate Insolvency Resolution Process</p> <p>As stated above under the paragraph of Emphasis of Matter, the Parent Company is under Corporate Insolvency Resolution Process ("CIRP") w.e.f. 15th March 2019. The Board of Directors of the Company stands suspended and Interim Resolution Professional (IRP) is appointed by the Hon. National Company Law Tribunal ("the NCLT").</p> <p>Pending the final outcome of CIRP and in the absence of the supervision by the Board of Directors, the management's reporting system to the IRP becomes critical and therefore, is identified as Key Audit Matter.</p>	<p>Our audit procedures included the followings:</p> <p>We tested the operating effectiveness of the process of the reporting system by the management to the IRP since the date of the Parent Company being under CIRP.</p> <p>We assessed the relevant disclosures and Management Information System Reports being submitted by the management to the IRP on periodic basis.</p>

<p>Assessment of litigations and related disclosure of contingent liabilities</p> <p>The Group Company is subject to large number of various ongoing legal and tax related claims as stated under note no. 34 – Contingent Liabilities.</p> <p>Significant judgment is required to assess such matters to determine the probability of occurrence of material outflow of economic resources and whether a provision should be recognized or a disclosure should be made. The management judgment is also supported with legal advice in certain cases as considered appropriate.</p> <p>As the ultimate outcomes of the matters are uncertain and material in nature, it is considered to be a Key audit Matter.</p>	<p>Our audit procedures included the followings:</p> <p>We understood, assessed and tested the operating effectiveness of key controls surrounding assessment of litigations and discussed with the management the recent developments and the status of the material litigations;</p> <p>We evaluated management’s assessment by understanding precedents set in similar cases and assessed the reliability of the management’s past estimates and judgments;</p> <p>We reviewed the disclosures made by the respective companies in the financial statements in this regard;</p> <p>We obtained representation letter from the management on the assessment of these matters.</p>	<p>Impairment of Assets</p> <p>The Auditors of one of the group companies have reported that the company, at the end of every reporting period, assesses whether there is any indication that an asset may be impaired and if any such indication exists the company estimates the recoverable amount of the asset. The determination of recoverable amount, being the higher of fair value less costs to sell and value-in-use involves significant estimates, assumptions and judgements.</p> <p>The company in past has recognized impairment provisions. During the year under review, the company has assessed impairment with respect to capital work in progress. Impairment of assets is key audit area considering the significant of carrying value and judgements.</p>	<p>The Auditors of the said Group company has stated that:</p> <p>They obtained the management’s impairment assessment, evaluated the key assumptions by comparing the same with prior years data wherever available and assessed the disclosures in accordance with Ind AS 36 “Impairment of Assets”</p>
<p>IT systems and controls over financial reporting</p> <p>The Parent and some other companies in the Group are functioning under SAP environment. The system is fully integrated financial accounting and reporting system. This new Enterprise Resource Planning (ERP) system replaces traditional controls. We, therefore, identified IT system and controls over financial reporting as a Key Audit Matter because its financial accounting and reporting systems are reliant on IT systems and IT controls.</p>	<p>Our audit procedures included the followings:</p> <p>We assessed the complexity of the IT environment and design and operating effectiveness of IT general controls over program development and changes, access to programs and data;</p> <p>We also obtained details of SAP governance framework, tested sample critical transactions and interface controls between SAP environment and other auxiliary systems.</p>	<p>Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon</p> <p>The Parent Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board’s Report including Annexures to Board’s Report, Management Discussion and Analysis, Business Responsibility Report, Corporate Governance Report, Shareholder’s Information, but does not include the financial statements and auditor’s report thereon. The Board’s Report and other information are expected to be made available to us after the date of this auditor’s report.</p> <p>Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.</p> <p>In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.</p> <p>When we read the aforesaid reports and information, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.</p> <p>Management’s Responsibility for the Consolidated Financial Statements</p> <p>The Parent Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial</p>	



controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concerns and using the going concern basis of accounting unless management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

Auditors' Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is high level of assurance, but is not a guarantee that audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of the internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained

up to the date of our auditor's report. However, future events or conditions may cause the Group, associates and joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosure, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities or business activities included in the Consolidated Financial Statements, which have been audited by other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Parent Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of fifteen subsidiaries, whose financial statements reflect total assets of ₹ 44,801.19 lacs as at 31st March 2019 and total revenues of ₹ 35,585.37 lacs and net loss after tax (including other comprehensive income) ₹ 496.92 for the year then ended, and of three associates and three joint ventures, whose financial statements reflect the Parent Company's share of net profit of ₹ 959.67 lacs as considered in the consolidated financial statements. These financial statements are audited by other auditors whose reports have been furnished to us by the management and our opinion on consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to aforesaid subsidiaries, associates and joint ventures is based solely on the report of the other auditors.

Our opinion on the consolidated financial statements above and our report on other Legal and Regulatory Requirements below is not modified in respect of these matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

- 1 As required by section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of subsidiaries, associates and joint ventures as noted in the "Other Matters" paragraph above, we report, to extent possible, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of other auditors;
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Statement of Changes in Equity and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors as on 31st March 2019 and taken on record in the meeting of the IRP of the Parent Company and the reports of statutory auditors of its subsidiaries, associates and joint ventures incorporated in India, none of the directors of the Group is disqualified as on 31st March 2019, from being appointed as a director in terms section 164(2) of the Act.
 - f) With respect to the adequacy of internal financial controls over financial reporting of the Parent Company and subsidiaries, associates and joint ventures incorporated in India and operating effectiveness of such controls, our separate report in annexure – A may be referred.
 - g) In our opinion and to the best of our information and according to the explanations given to us and according to the reports of the statutory auditors of the subsidiaries, associates and joint ventures incorporated in India, remuneration paid by the Parent Company and its subsidiaries, associates and joint ventures incorporated in India, to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivatives contracts;
 - iii. There has been no delay in transferring the amounts, required to be transferred to the Investor Education and Protection Fund by the Parent Company or its subsidiaries, associates and joint ventures incorporated in India.

For P A R K & COMPANY
Chartered Accountants
FRN: 116825W

PRASHANT VORA
Partner
Membership No. 034514
UDIN: 19034514AAAAAA1255

Mumbai
August 1, 2019



ANNEXURE – A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

We have audited the internal financial controls over financial reporting of Ashapura Minechem Limited [Company under Corporate Insolvency Resolution Process (CIRP)] ("the Parent Company") and its subsidiaries (the Parent Company and its subsidiaries together referred to as "the Group") and associates and joint ventures which are incorporated in India as of 31st March, 2019 In conjunction with our audit of the consolidated financial statements of the Company the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent Company and its subsidiaries, associates and joint ventures which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Parent Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated Ind AS financial statements for external purposes in accordance with generally accepted

accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that -

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Parent Company and its subsidiaries, associates and joint ventures which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal controls over financial reporting in so far as it relates to subsidiaries, associates and joint ventures incorporated in India, is based solely on the corresponding reports of the statutory auditors of such companies. Our opinion is not modified in respect of this matter.

For P A R K & COMPANY

Chartered Accountants
FRN: 116825W

PRASHANT VORA

Partner
Membership No. 034514
UDIN: 19034514AAAAA1255

Mumbai
August 1, 2019

Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2019

Particulars	Note No.	(Indian ₹ in lacs)	
		As at 31st March 2019	As at 31st March 2018
ASSETS:			
Non-Current Assets			
Property, plant and equipment	2	22,013.45	29,361.56
Capital work in progress	2	888.13	2,141.62
Investment properties	3	2,322.99	251.64
Intangible assets	4	72.54	117.22
Goodwill		1,023.30	1,050.57
Financial assets			
Investments	5	17,596.65	26,609.74
Loans	6	2,602.12	1,127.82
Other financial assets	7	427.98	741.89
Defereed Tax Assets	8	1,062.59	934.05
Other non-current assets	9	1,536.76	2,413.00
		<u>49,546.51</u>	<u>64,749.11</u>
Current Assets			
Inventories	10	16,054.80	24,503.61
Financial assets			
Investments	5	378.71	125.50
Trade receivables	11	10,420.07	20,590.13
Cash and cash equivalents	12	4,962.53	3,867.25
Other bank balances	13	1,133.78	313.24
Loans	6	10.46	22.44
Other financial assets	7	26.39	0.27
Other current assets	9	16,613.62	14,424.43
		<u>49,600.36</u>	<u>63,846.87</u>
		<u>99,146.87</u>	<u>1,28,595.98</u>
EQUITY AND LIABILITIES:			
Equity			
Equity share capital	14	1,739.72	1,739.72
Other equity	15	(37,845.67)	(6,455.38)
Non-controlling interest		6,219.12	0.28
		<u>29,886.83</u>	<u>(4,715.38)</u>
Liabilities			
Non-current liabilities			
Financial Liabilities			
Borrowings	16	15,317.16	10,635.50
Other financial liabilities		-	-
Provisions	18	1,306.65	2,441.01
Other non-current liabilities	19	372.51	14,036.13
		<u>16,996.32</u>	<u>27,112.64</u>
Current liabilities			
Financial Liabilities			
Borrowings	16	4,697.20	6,909.89
Trade payables	20		
Total outstanding dues of Micro and Small Enterprises		36.18	1.72
Total outstanding dues of creditors other than Micro and Small Enterprises		11,672.15	16,043.73
Other financial liabilities	17	26,919.21	24,203.86
Other current liabilities	19	66,770.00	56,431.00
Provisions	18	1,942.64	2,608.52
		<u>1,12,037.38</u>	<u>1,06,198.72</u>
		<u>99,146.87</u>	<u>1,28,595.98</u>

The accompanying notes are integral part of these financial statements.

As per our report of even date

For P A R K & COMPANY
Chartered Accountants

Sd/-
PRASHANT VORA
Partner

Mumbai
August 1, 2019

Sd/-
AJAY PHALOD
Designate Chief Executive officer

Sd/-
ASHISH DESAI
Chief Financial Officer

Mumbai
August 1, 2019

Sd/-
ARUN CHADHA
Interim Resolution Professional

Sd/-
SACHIN POLKE
Company Secretary & Vice President



[COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP)]

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2019

		(Indian ₹ in lacs)	
Particulars	Note No.	2018-2019	2017-2018
REVENUE:			
Revenue from operations	21	62,136.59	79,436.43
Other income	22	1,701.67	738.91
Total Revenue		<u>63,838.26</u>	<u>80,175.34</u>
EXPENSES:			
Cost of materials consumed	23	19,377.97	22,139.65
Purchases of traded goods		6,985.90	7,251.25
Changes in inventories	24	(487.82)	1,969.32
Employee benefits expenses	25	5,913.60	7,358.73
Finance costs	26	1,928.22	1,782.67
Depreciation and amortisation expenses	27	3,251.73	3,850.57
Other expenses	28	31,179.55	40,418.44
Total Expenses		<u>68,149.15</u>	<u>84,770.63</u>
Profit/(loss) before exceptional item, share of net profit of investments accounted for using the equity method and Tax		<u>(4,310.89)</u>	<u>(4,595.29)</u>
Share of net profit of Joint Ventures & associates accounted for using the equity method		1,213.97	2,788.30
Profit/(loss) before exceptional items		<u>(3,096.92)</u>	<u>(1,806.99)</u>
Exceptional Items		(29,074.60)	(1,512.20)
Profit/(loss) before tax		<u>(32,171.52)</u>	<u>(3,319.19)</u>
Tax expenses			
Current tax	9.1	730.00	1,660.50
Earlier years' tax		4.49	(78.48)
Deferred tax		(216.47)	(384.64)
Profit/(loss) after tax		<u>(32,689.54)</u>	<u>(4,516.57)</u>
Profit/(loss) attributable to non-controlling interest		412.45	(0.18)
Profit/(loss) for the year		<u>(33,101.99)</u>	<u>(4,516.39)</u>
Other Comprehensive income			
Items that will not be reclassified to profit or loss			
a. Remeasurements of defined benefit plans		(19.21)	119.63
b. Gains on investments in equity instruments classified as FVOCI		(32.92)	-
c. Tax impacts on above		(1.83)	1.03
Items that may be reclassified to profit or loss			
d. Exchange differences on foreign currency translation		(197.50)	(85.17)
Other comprehensive income for the year		<u>(251.46)</u>	<u>35.49</u>
Total Comprehensive Income for the year		<u>(33,353.45)</u>	<u>(4,480.90)</u>
Basic and diluted earning per share		(38.05)	(5.19)
Face value per share		2.00	2.00

The accompanying notes are integral part of these financial statements.

As per our report of even date

For P A R K & COMPANY
Chartered Accountants

Sd/-
PRASHANT VORA
Partner

Mumbai
August 1, 2019

Sd/-
AJAY PHALOD
Designate Chief Executive officer
Sd/-
ASHISH DESAI
Chief Financial Officer

Mumbai
August 1, 2019

Sd/-
ARUN CHADHA
Interim Resolution Professional
Sd/-
SACHIN POLKE
Company Secretary & Vice President

Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

(Indian ₹ in lacs)

Particulars	2018-2019	2017-2018
A CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax	(32,171.52)	(3,319.20)
Adjustments for -		
Depreciation and amortization	3,251.73	3,850.57
Loss / (profit) on sale of property, plant & equipment	(221.20)	(38.16)
Share of profit from associate/joint venture	(1,213.97)	(2,788.30)
Loss / (profit) on investments	252.61	(30.35)
Sundry balances written-offs	512.51	1,144.75
Exchange rate adjustments (net)	197.50	85.17
Dividend	(137.02)	(1.46)
Interest	1,366.52	1,466.92
Operating profit before working capital changes	4,008.68	3,689.14
Adjustments for -		
Trade and other receivables	6,662.77	1,193.43
Inventories	8,448.81	872.26
Trade and other payables	(6,405.35)	(2,863.29)
Cash generated from operations	8,706.23	(797.60)
Direct taxes paid (including dividend tax)	(2,283.09)	(1,364.41)
	10,431.82	1,527.13
NET CASH FROM OPERATING ACTIVITIES	(21,739.70)	(1,792.07)
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of property, plant & equipment	(949.04)	(3,464.79)
Adjustment on account of derecognition of a subsidiary	6,051.53	-
(Purchase)/sale of investments	9,688.33	371.33
Sale of property, plant & equipment	585.85	778.07
Dividend received	137.02	1.46
Interest received	534.27	285.54
NET CASH USED IN INVESTING ACTIVITIES	16,047.96	(2,028.41)



C CASH FLOW FROM FINANCING ACTIVITIES :

Proceeds from loans borrowed (net)	2,468.97	5,383.46
Change in non-controlling interest	6,218.84	-
Interest paid	(1,900.79)	(1,752.46)
NET CASH USED IN FINANCING ACTIVITIES	6,787.02	3,631.00

Net Increase in Cash and Cash Equivalents	1,095.28	(189.48)
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Cash and cash equivalents as at beginning of the year	3,867.25	4,056.73
Cash and cash equivalents as at end of the year	4,962.53	3,867.25

As per our report of even date

For P A R K & COMPANY
Chartered Accountants

Sd/-

PRASHANT VORA
Partner

Mumbai
August 1, 2019

Sd/-

AJAY PHALOD
Designate Chief Executive officer

Sd/-

ASHISH DESAI
Chief Financial Officer

Mumbai
August 1, 2019

Sd/-

ARUN CHADHA
Interim Resolution Professional

Sd/-

SACHIN POLKE
Company Secretary & Vice President

Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2019

COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP)

A. SHARE CAPITAL

Particulars	(Indian ₹ in Lacs)	
	31st March 2019	31st March 2018
At the beginning of the year	1,739.72	1,739.72
Changes in equity share capital during the year	-	-
At the end of the year	<u>1,739.72</u>	<u>1,739.72</u>

B. OTHER EQUITY

Particulars	Other Comprehensive Income						Total
	Capital redemption reserve	Retained earnings	Security premium	Net gain/(loss) on fair value of equity instruments	Exchange differences on foreign currency translation of foreign operations	Net gain/(loss) on fair value of defined benefit plan	
As at 1st April, 2017	3.90	(20,012.79)	17,734.59	511.97	77.21	(288.25)	(1973.37)
Profit for the year	-	(4,516.39)	-	-	-	-	(4516.39)
Exchange differences on foreign currency translation	-	-	-	-	(85.17)	-	85.17
Other comprehensive income for the year (net of tax)	-	-	-	-	-	120.66	120.66
Dividend distribution tax	-	(1.11)	-	-	-	-	(1.11)
As at 31st March, 2018	3.90	(24,520.29)	17,734.59	511.97	(7.96)	(167.59)	(6,455.38)
Profit for the year	-	(33,101.99)	-	-	-	-	(33101.99)
Adjustment on account of Derecognition of Investment in Subsidiaries / Joint Ventures	-	(1,833.31)	-	-	15.54	115.43	1964.28
Exchange differences on foreign currency translation	-	-	-	-	(197.50)	-	(197.50)
Other comprehensive income for the year	-	-	-	(32.92)	-	(21.04)	(53.96)
Dividend distribution tax	-	(1.12)	-	-	-	-	(1.12)
As at 31st March, 2019	3.90	(55800.09)	17,734.59	479.05	(189.92)	(73.20)	(37,845.67)

The accompanying notes are integral part of these financial statements.

As per our report of even date

For P A R K & COMPANY
Chartered Accountants

Sd/-
AJAY PHALOD
Designate Chief Executive officer

Sd/-
ARUN CHADHA
Interim Resolution Professional

Sd/-
PRASHANT VORA
Partner

Sd/-
ASHISH DESAI
Chief Financial Officer

Sd/-
SACHIN POLKE
Company Secretary & Vice President

Mumbai
August 1 2019

Mumbai
August 1 2019



Notes forming part of the financial statements for the year ended 31st March 2019

COMPANY INFORMATION

Ashapura Minechem Limited [Company under Corporate Insolvency Resolution Process (CIRP)] (the 'Parent Company') is a public limited company domiciled in India and incorporated on 19th February, 1982 under the provisions of the Companies Act applicable in India. The Group is engaged in the mining, manufacturing and trading of various minerals and its derivative products. The registered office of the Company is located at Jeevan Udyog Building, 3rd Floor, D N Road, Fort, Mumbai – 400 001. The equity shares of the Parent Company are listed on Bombay Stock Exchange (BSE) as well as National Stock Exchange (NSE).

The Parent Company is under Corporate Insolvency Resolution Process w.e.f. 15th March, 2019 and is managed by the Interim Resolution Professional ("IRP") as appointed by the Hon. National Company Law Tribunal. (Refer note no. 40)

The consolidated financial statements ('the financial statements') were authorized for issue as approved on 1st August, 2019 by the IRP and the management committee consisting of the Designate CEO, the Company Secretary & Vice President and the Chief Financial Officer.

1. BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation and measurement

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 and the Companies (Indian Accounting Standards) Rules, 2015, as applicable.

The consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS. All assets and liabilities have been classified as current or non current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Company considers 12 months as normal operating cycle.

Consolidated Financial Statements are presented in Indian Rupees (INR) which is the Group's functional currency, and all the values are rounded to the nearest lacs except otherwise indicated.

1.2 Basis for consolidation

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

- The financial statements of the subsidiaries, joint ventures and associates used in the consolidation are drawn up to the same reporting date as that of the parent company, i.e. year ended 31st March 2019 except for an overseas joint venture companies, Sohar Ashapura Chemicals LLC and Ashapura Dhofar Resources LLC and an overseas associate, Hudson MPA Sdn Bhd–Malaysia where the accounts are last drawn up to 31st December, 2018.
- As stated in note no. 42 and 45, some of companies ceased to be the subsidiaries and joint ventures during the year. Accordingly, these consolidated financial statements include the financials of these entities till the date of date of derecognition.
- The consolidated financial statements present the consolidated accounts of Ashapura Minechem Limited with its following subsidiaries, joint ventures and associates.

Particulars	Country of Incorporation	% voting power held as at 31 st March 2019 (either directly or through subsidiaries)	% voting power held as at 31 st March 2018 (either directly or through subsidiaries)
Subsidiaries:			
1 Ashapura Aluminum Limited	India	100.00	100.00
2 Ashapura Claytech Limited	India	99.44	99.44
3 Ashapura Consultancy Service Private Limited	India	100.00	100.00
4 Ashapura Holdings (UAE) FZE	UAE	100.00	100.00
5 Ashapura International Limited	India	-	100.00
6 Ashapura Maritime FZE	UAE	100.00	100.00
7 Ashapura Minechem (UAE) FZE	UAE	100.00	100.00
8 Ashapura Guinea Resources SARL	Guinea	-	100.00
9 Bombay Minerals Limited	India	52.14	100.00
10 Peninsula Property Developers Private Limited	India	100.00	100.00
11 Prashansha Ceramics Limited	India	100.00	100.00
12 PT Ashapura Resources	Indonesia	-	100.00
13 Sharda Consultancy Private Limited	India	100.00	100.00
14 Ashapura Resources Private Limited	India	100.00	100.00
15 PT Ashapura Bentoclay Resources	Indonesia	100.00	100.00

Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

Joint Ventures:				
1	Ashapura Midgulf NV	Belgium	50.00	50.00
2	Ashapura Perfoclay Limited	India	-	50.00
3	Sohar Ashapura Chemicals LLC	Oman	40.00	40.00
4	Ashapura Dhofar Resources LLC	Oman	70.00	-
5	APL Valueclay Private Limited	India	-	50.00
Associates:				
1	Ashapura Arcadia Logistic Private Limited	India	50.00	50.00
2	Hudson MPA Sdn Bhd	Malaysia	25.00	25.00
3	Orient Abrasives Limited	India	36.00	39.10

Subsidiaries

- a. A subsidiary is an entity over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company.
- b. The Company combines the financial statements of the parent and its subsidiary companies on a line by line basis, adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealized gains on transactions among the Group are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries are consistent with the policies adopted by the Company.
- c. A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Company loses control over a subsidiary, it derecognizes the assets, liabilities, carrying amount of any non-controlling interests and the cumulative translation differences recorded in equity.

Joint Venture Companies

- a. A joint venture is a joint arrangement whereby parties that have joint control of the arrangement have rights to the net assets of the arrangement. Interests in joint ventures are initially recognized at cost and thereafter accounted for using the equity method.
- b. Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses and other comprehensive income of the investee in the Statement of Profit and Loss and Other Comprehensive Income of the Group. Distributions received or receivable from joint ventures are recognized as a reduction in the carrying amount of the investment.
- c. Unrealized gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures.
- d. After application of the equity method, at each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there exists such evidences, the Group determines extent of impairment and then recognizes the loss in the statement of profit & loss.
- e. Upon loss of significant joint control over the joint venture, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the joint venture and the fair value of the retained investment and proceeds from the disposal is recognized in profit and loss.

Associates

- a. An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.
- b. The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.
- c. The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognised changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investments and is not tested for impairment individually.
- d. The statement of profit & loss reflects the Group's share of the results of the operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group in the associate are eliminated to the extent of the interest in the associate.
- e. If Group share of losses of an associate exceeds its interest in the associate (which includes any long term interest that, in substance, form part of the Groups net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of the losses not recognised.



- f. The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.
- g. After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amounts of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss as 'share of profit of an associate' in the consolidated statement of profit & loss.
- h. Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence or joint control and the fair value retained investments and proceeds from its disposal is recognised in profit or loss.

1.3 Significant accounting policies:

a. System of accounting

The Group follows mercantile system of accounting and recognises income and expenditure on an accrual basis except in case of significant uncertainties. These financial statements are prepared under the historical cost convention unless otherwise indicated.

b. Key accounting estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

c. Property, plant and equipment

- (i) Property, plant and equipment are stated at historical cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/installation of the assets less accumulated depreciation and accumulated impairment losses, if any.
- (ii) Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss as incurred.
- (iii) The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the statement of profit and loss.
- (iv) Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.
- (v) On transition to Ind AS, the Group has opted to continue with the carrying values measured under the previous GAAP as at 1st April 2016 of its property, plant and equipment and use that carrying value as the deemed cost of the property, plant and equipment on the date of transition i.e. 1st April 2016.
- (vi) The Group depreciates property, plant and equipment over the estimated useful life prescribed in Schedule II of the Companies Act, 2013 from the date the assets are ready for intended use after considering the residual value.
- (vii) Intangible assets mainly represent implementation cost for software and other application software acquired/developed for in-house use. These assets are stated at cost. Cost includes related acquisition expenses, related borrowing costs, if any, and other direct expenditure.
- (viii) Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

d. Investments properties

- a. Property which is held for long-term rental or for capital appreciation or both is classified as Investment Property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.
- b. Investment properties currently comprise of plot of lands and building.
- c. Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period in which the property is derecognised.

Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

e. Goodwill

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised. Goodwill is initially measured at cost, being the excess of the consideration transferred over the net identifiable assets acquired and liabilities assumed, measured in accordance with Ind AS -103 Business Combination.

Goodwill is considered to have indefinite useful life and hence is not subject to amortisation but tested for impairment at least annually. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

f. Investments and financial assets

Other investments and financial assets

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit or loss. In other cases, the transaction costs are attributed to the acquisition value of financial asset.

Financial assets are subsequently classified measured at –

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition except if and in the period the Group changes its business model for managing financial assets.

Financial asset is derecognised only when the Group has transferred the rights to receive cash flows from the financial asset. Where the entity has transferred the asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, financial asset is derecognised.

In accordance with Ind AS 109, the Group applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition.

g. Inventories

- (i) Raw materials and stores and spares are valued at weighted average cost including all charges in bringing the materials to the present location.
- (ii) Finished and semi-finished goods are valued at the cost plus direct expenses and appropriate value of overheads or net realizable value, whichever is lower.
- (iii) Obsolete, slow moving and defective inventories are written off/valued at net realisable value during the year as per policy consistently followed by the Group.

h. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprises of balance with banks and cash on hand and short term deposits with an original maturity of three month or less, which are subject to insignificant risks of changes in value.

i. Trade receivables

A receivable is classified as a trade receivable if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured net of any expected credit losses.

j. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs.

k. Financial liabilities

- i. Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.
- ii. Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit and loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.
- iii. Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.



l. Trade payables

A payable is classified as a trade payable if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

m. Revenue recognition

- i. Revenue from contract with customers is recognised when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.
- ii. Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, return and goods & service tax. Transaction price is recognised based on the price specified in the contract, net of discounts.
- iii. Domestic sales are accounted for on dispatch from the point of sale corresponding to transfer of significant risks and rewards of ownership to the buyer.
- iv. Export sales are recognised on the date of the mate's receipt/shipped on board signifying transfer of risks and rewards of ownership to the buyer as per terms of sales and initially recorded at the relevant exchange rates prevailing on the date of the transaction.
- v. Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.
- vi. Revenue in respect of other income is recognised on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

n. Indirect taxes

Excise duty (applicable till 30th June 2017) in respect of goods manufactured by the Group is accounted for at the time of removal of goods from factory for sale.

Purchase of goods and fixed assets are accounted for net of GST input credits. Custom duty paid on import of materials is dealt with in respective material accounts.

o. Mining expenses

Expenses incurred on mining including removal of overburden of mines are charged to the profit & loss statement as mining cost on the basis of quantity of minerals mined during the year, overburden of removal and mining being carried out concurrently and relatively within a short period of time. Mining restoration expenses are annually reviewed and provided for.

p. Research and development expenses and receipts

Revenue expenditure on research and development is charged against the profit for the year in which it is incurred. Capital expenditure on research and development is shown as an addition to the fixed assets and is depreciated on the same basis as other fixed assets. Receipts of research & development centre of the Group are accounted for as revenue receipts.

q. Foreign currency transactions

- (i) Items included in the financial statements are measured using the currency of primary economic environment in which the Group operates ("the functional currency"). The financial statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.
- (ii) Foreign currency transactions are initially recorded in the reporting currency at foreign exchange rate on the date of the transaction.
- (iii) Monetary items of current assets and current liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- (iv) The gain or loss on decrease/increase in reporting currency due to fluctuations in foreign exchange rates are recognised in the statement of profit or loss.

r. Employee benefit expenses

- (i) Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare fund etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. These benefits are classified as defined contribution schemes as the Group has no further obligations beyond the monthly contributions.
- (ii) The Group provides for gratuity which is a defined benefit plan, the liabilities of which are determined based on valuations, as at the reporting date, made by an independent actuary using the projected unit credit method. Re-measurement comprising of actuarial gains and losses, in respect of gratuity are recognised in the other comprehensive income in the period in which they occur. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.

- (iii) The employees are entitled to accumulate leave subject to certain limits, for future encashment and availment, as per the policy of the Group. The liability towards such unutilised leave as at the end of each balance sheet date is determined based on independent actuarial valuation and recognised in the statement of profit and loss.

s. Leases

A lease is classified at the inception date as a finance lease or an operating lease. Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. The Group has identified all its leases as operating leases.

- a) Assets taken on operating lease
Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.
- b) Assets given on operating lease
Assets subject to operating leases are included in fixed assets. Rental income from operating leases is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs including depreciation are recognised as an expense in the statement of profit and loss.

t. Borrowing costs

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds. Also, the effective interest rate amortisation is included in finance costs. Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the statement of profit and loss in the period in which they occur.

u. Impairment of non financial assets

As at each reporting date, the Group assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Group determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the statement of profit and loss.

v. Taxes on income

Income tax expense comprises current tax expense and the deferred tax during the year. Current and deferred taxes are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. In case of uncertainty of reversal of the deferred tax assets or when it is no longer probable that sufficient taxable profits will be available in the foreseeable future, deferred tax assets, as a matter of prudence, are not recognised.

The carrying amount of deferred tax is reviewed at each reporting date and measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

w. Provisions and contingent liabilities

The Group creates a provision when there is present obligation, legal or constructive, as a result of past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events. Contingent assets are neither recognised nor disclosed in the financial statements.

x. Earnings Per Share

- (i) Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.
- (ii) For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.



y. Offsetting instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

z. Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

aa. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the operating decision makers. The decision makers regularly monitor and review the operating result of the Group. The activities of the Group primarily falls under a single segment of "Minerals and its derivative products" in accordance with the Ind AS 108 "Operating Segments".

bb. Changes in Accounting Standards and recent accounting pronouncements

On March 30, 2019 the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2019, notifying Ind AS 116 on leases. Ind AS 116 would replace the existing leases standard Ind AS 17. The standard sets out the principles for recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee the lessor. Ind AS 116 introduces a single lease accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently for operating lease rentals are charged to the statement of profit and loss. The Group is currently evaluating the implications of Ind AS 116 on the Consolidated Financial Statements.

The Companies (Indian Accounting Standards) Amendment Rules, 2019 also notified amendments to the following accounting standards. The amendments would be effective from April 1, 2019.

- Ind AS 12 Income Tax
- Ind AS 23 Borrowing Cost
- Ind AS 103 Business Combinations
- Ind AS 111 Joint Arrangements
- Ind AS 109 Financial Instruments
- Ind AS 19 Employee Benefits

The Group is in the process of evaluating the impact of such amendments.

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Note 2

Property, plant and equipment

(Indian ₹ in lacs)

Particulars	Land	Buildings	Plant & Equipment	Berges	Office Equipment	Furniture & Fixtures	Vehicles	Tenacy rights	Total
Gross carrying value (at deemed cost)									
As at 1st April, 2017	1,955.62	9,909.71	33,614.10	75.98	1,294.51	1,979.84	1,437.19	228.31	50,495.26
Additions	108.82	356.79	1,010.66	-	68.17	60.96	176.47	-	1,781.87
Disposals	-	(1.18)	(1,269.69)	-	(3.42)	(1.43)	(36.38)	-	(1,312.10)
As at 31st March, 2018	2,064.44	10,265.32	33,355.07	75.98	1,359.26	2,039.37	1,577.28	228.31	50,965.03
Additions	1.22	160.52	586.80	-	31.96	25.52	23.44	-	829.46
Disposals/transfer	(383.50)	(3,206.36)	(3,136.91)	-	(187.12)	(340.75)	(538.35)	(228.31)	(8,021.30)
As at 31st March, 2019	1,682.16	7,219.48	30,804.96	75.98	1,204.10	1,724.14	1,062.37	-	43,773.19
Accumulated depreciation									
As on 1st April, 2017	-	1,671.55	13,045.02	73.54	1,090.89	1,337.14	962.50	216.90	18,397.54
Depreciation charged	-	327.08	3,027.23	-	97.56	172.81	153.44	-	3,778.12
Disposals	-	(0.81)	(531.75)	-	(3.20)	(1.34)	(35.09)	-	(572.19)
As at 31st March, 2018	-	1,997.82	15,540.50	73.54	1,185.25	1,508.61	1,080.85	216.90	21,603.47
Depreciation charged	-	243.25	2,624.95	-	61.10	111.73	94.53	-	3,135.56
Disposals	-	(790.34)	(1,359.19)	-	(156.59)	(217.49)	(238.78)	(216.90)	(2,979.29)
As at 31st March, 2019	-	1,450.73	16,806.26	73.54	1,089.76	1,402.85	936.60	-	21,759.74
Net carrying value									
As at 31st March, 2018	2,064.44	8,267.50	17,814.57	2.44	174.01	530.76	496.43	11.41	29,361.56
As at 31st March, 2019	1,682.16	5,768.75	13,998.70	2.44	114.34	321.29	125.77	-	22,013.45
Capital Work in Progress									
As at 31st March, 2018	-	294.34	1,827.91	-	-	19.37	-	-	2,141.62
As at 31st March, 2019	-	91.84	796.29	-	-	-	-	-	888.13



Note 3
Investment Properties

Particulars	(Indian ₹ in lacs)		
	Land	Building	Total
Gross carrying value			
As at 1st April, 2017	-	308.68	308.68
Additions	-	-	-
Disposals	-	-	-
As at 31st March, 2018	-	308.68	308.68
Additions /transfer	229.38	2,722.76	2,952.14
Disposals	-	-	-
As at 31st March, 2019	229.38	3,031.44	3,260.82
Accumulated depreciation			
As at 1st April, 2017	-	51.14	51.14
Depreciation charged	-	5.91	5.91
Disposals	-	-	-
As at 31st March, 2018	-	57.05	57.05
Depreciation charged/transfer	-	880.79	880.79
Disposals	-	-	-
As at 31st March, 2019	-	937.84	937.84
Net Carrying Amount			
As at 31st March, 2018	-	251.64	251.64
As at 31st March, 2019	229.38	2,093.61	2,322.99

Note: Investment property has been carried at the cost less accumulated depreciation as at 1 April, 2016, as the cost and depreciation determined under the previous GAAP.

i) Amount recognised in profit or loss for investment properties

(Indian ₹ in lacs)

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Rental income	163.19	12.00
Direct operating expenses	-	-
Gain from investment properties before depreciation	163.19	12.00
Depreciation	72.59	5.91
Gain from investment properties	90.60	6.09

ii) Contractual obligations

There are no contractual obligations to purchase, construct or develop investment property.

iii) Fair Value

The carrying value of the investment properties at the end of the year have been deemed to be fair value determined on the basis of the judgement of the management.

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Note 4

Intangible assets

(Indian ₹ in lacs)

Particulars	Mining Lease	Computer Software	Total
Gross carrying value (at deemed cost)			
As at 1st April, 2017	1.11	241.90	243.01
Additions	-	28.01	28.01
Disposals	-	-	-
As at 31st March, 2018	1.11	269.91	271.03
Additions	-	5.91	5.91
Disposals/transfer	-	(24.89)	(24.89)
As at 31st March, 2019	1.11	250.93	252.05
Accumulated depreciation			
As on 1st April, 2017	-	87.26	87.26
Amortisation	-	66.54	66.54
Disposals	-	-	-
As at 31st March, 2018	-	153.80	153.80
Amortisation	-	43.58	43.58
Disposals/transfer	-	(17.88)	(17.88)
As at 31st March, 2019	-	179.50	179.50
Net carrying value			
As at 31st March, 2018	1.11	116.11	117.22
As at 31st March, 2019	1.11	71.43	72.54



Note 5
Investment

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Non-current		
a. Investments in joint venture entities in india		
Ashapura Perfoclay Limited *	-	8,804.08
8,966,590 Equity Shares of ₹ 10 each fully paid-up		
b. Investments in joint venture entities outside india		
Ashapura Midgulf NV - Belgium	678.77	740.75
30,750 Equity Shares of Euro 1 each fully paid-up		
Sohar Ashapura Chemiclas LLC - Oman	2,087.01	1,441.85
100,000 Equity shares of RO 1 each fully paid-up		
Ashapura Dhofar Minerals LLC	94.43	-
105,000 Equity shares of OMR 1 each fully paid-up		
	<u>2,860.21</u>	<u>2,182.60</u>
c. Investments in associate companies in india		
Orient Abrasives Limited	13,809.10	14,524.98
43,074,953 (46,782,953) Equity Shares of ₹ 1 each fully paid-up		
Ashapura Arcadia Logistics Private Limited	247.63	353.67
55,000 Equity Shares of ₹ 10 each fully paid-up		
	<u>14,056.73</u>	<u>14,878.65</u>
d. Investments in associate companies outside india		
Ashapura Fareast MPA Sdn Bhd, Malasiya	173.46	205.43
17,00,000 Equity shares of RM 1 each fully paid-up		
e. Investments in equity shares in others carried at FVTOCI, fully paid up (Unquoted)		
Shantilal Multiport Infrastructure Private Limited	503.93	536.97
186,285 Equity Shares of ₹ 10 each fully paid-up		
Ashapura Perfoclay Limited #	0.05	-
50 Equity Shares of ₹ 10 each fully paid-up		
Ashapura International Limited #	0.09	-
20 Equity Shares of ₹ 10 each fully paid-up		
Ashapura Guinea Resources	0.97	-
100 Equity Shares of GNF 100,000 fully paid-up		
	<u>505.04</u>	<u>536.97</u>
f. Investment in Government Securities		
National Savings Certificates (under lien with sales tax/mining authorities)	1.21	2.02
Total non-current investments	<u>17,596.65</u>	<u>26,609.74</u>
Current Investment		
i. Investments in mutual fund carried at FVTPL (Quoted)		
17,706.448 units of Baroda Liquid Fund of ₹ 10 each	378.71	-
Investment in Baroda Pioneer Liquid Fund	-	125.50
Total current investments	<u>378.71</u>	<u>125.50</u>
* ceased to be joint venture w.e.f. 19th September, 2018		
# Refer note no. 42		
Aggregate amount of quoted investments	14,187.81	14,650.48
Market value of quoted investments	11,922.80	16,639.88
Aggregate amount of unquoted investments	3,787.55	12,084.76

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Note 6

Loans

Particulars	(Indian ₹ in lacs)			
	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Unsecured, considered good				
Loan to joint venture companies	2,597.86	1,109.33	-	-
Employee loans	4.26	18.49	10.46	22.44
Other loans	-	-	-	-
Total loans	2,602.12	1,127.82	10.46	22.44

Note 7

Other financial assets

Particulars	(Indian ₹ in lacs)			
	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Term deposits with maturity of more than 12 months *	427.98	741.89	26.12	-
Interest receivable	-	-	0.27	0.27
Total other financial assets	427.98	741.89	26.39	0.27

* under lien with banks against letter of credits and bank guarantees

Note 8

Deferred tax assets

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Deferred tax assets		
On account of timing differences in		
Carry forward business loss and depreciation	37.60	(384.55)
Provision for doubtful debts	265.19	473.42
Disallowances u/s 40(a) and 43B of the Income Tax Act	759.80	845.18
Total deferred tax assets	1,062.59	934.05

Note 9

Other assets

Particulars	(Indian ₹ in lacs)			
	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Trade advances to suppliers	-	-	8,589.86	9,257.32
Less: Provision for doubtful advances	-	-	2,485.82	2,302.32
	-	-	6,104.04	6,955.00
Capital advances	265.03	381.65	-	-
Security deposits	1,238.53	2,014.36	-	-
Income tax assets (net) (refer note no. 9.1)	-	-	1,206.19	-
Prepaid expenses	-	-	134.04	247.27
Claims receivables	-	-	922.35	753.13
Input credit receivables	-	-	1,684.76	3,129.31
Advance payment of royalty	-	-	23.91	670.75
Employee advances	-	-	75.88	47.06
Other advances	33.20	16.99	6,462.45	2,621.91
Total other assets	1,536.76	2,413.00	16,613.62	14,424.43



Note 9.1

Income tax assets (net)

Particulars	31st March 2019	(Indian ₹ in lacs) 31st March 2018
Income tax assets (net)		
The following table provides the details of income tax assets and liabilities :		
Income tax assets	7,212.67	10,887.79
Current income tax liabilities	6,006.48	11,229.08
Net balance	1,206.19	(341.29)
The gross movement in the current tax (asset) / liability :		
Net current income tax asset at the beginning	341.30	122.58
Income tax paid (net of refunds)	(2,283.09)	(1,363.30)
Current income tax expense	735.60	1,582.02
Income tax on other comprehensive income	-	-
Net current income tax (asset)/liabilities at the end	(1,206.19)	341.30

Note 10

Inventories

Particulars	31st March 2019	(Indian ₹ in lacs) 31st March 2018
Stores & spares	1,070.79	1,538.53
Stock-in-trade	5,013.22	1,690.09
Raw materials	3,206.44	3,194.54
Finished goods	3,427.04	6,358.43
Semi finished goods	3,056.09	11,087.16
Packing materials	281.22	634.86
Total inventories	16,054.80	24,503.61

Note 11

Trade Receivables

(Unsecured, considered good unless otherwise stated)

Particulars	31st March 2019	(Indian ₹ in lacs) 31st March 2018
Trade receivables	12,436.92	23,029.52
Less: Provision for doubtful debts	(2,016.85)	(2,439.39)
Total trade receivables	10,420.07	20,590.13

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Note 12

Cash and cash equivalents

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Balances with banks	4,900.20	3,586.64
Cash on hand	62.33	280.61
Total cash and cash equivalents	4,962.53	3,867.25

Note 13

Other bank balances

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Margin money deposits*	1,105.65	70.73
Other accounts	28.13	242.51
Total other bank balances	1,133.78	313.24

* under lien against guarantees to mining authorities and letter of credits

Note 14

Equity share capital

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Authorised		
125,000,000 equity shares of ₹ 2 each	2,500.00	2,500.00
6,500,000 preference shares of ₹ 100 each	6,500.00	6,500.00
	9,000.00	9,000.00
Issued, Subscribed and Paid up		
86,986,098 equity shares of ₹ 2 each	1,739.72	1,739.72
Total equity share capital	1,739.72	1,739.72

Shares held by each shareholder holding more than 5 percent shares

Name of Shareholder	As at 31st March 2019		As at 31st March 2018	
	Nos.	% of holding	Nos.	% of holding
Mr. Chetan Navnital Shah	1,35,43,814	15.57	1,35,43,814	15.57
Mrs. Dina Chetan Shah	92,02,360	10.58	92,02,360	10.58
Ashapura Industrial Finance Limited	80,88,000	9.30	80,88,000	9.30
Albula Investment Fund Limited	78,57,345	9.03	78,57,345	9.03

Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a face value of ₹ 2 each ranking pari passu in all respect including voting rights and entitlement to dividend. Each holder of equity shares is entitled to one vote per share. Dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid to the shareholders.



Note 15

Other equity

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Capital redemption reserve		
Balance at the beginning of the year	3.90	3.90
Add: transferred from retained earnings	-	-
Balance at the end of the year	<u>3.90</u>	<u>3.90</u>
Securities Premium Account		
Balance at the beginning of the year	17,734.59	17,734.59
Add: transferred from retained earnings	-	-
Balance at the end of the year	<u>17,734.59</u>	<u>17,734.59</u>
Retained earnings		
Balance at the beginning of the year	(24,530.29)	(20,012.79)
Profit for the year	(33,101.99)	(4,516.39)
Adjustment on account of derecognition of investment in a subsidiaries / joint ventures	1,833.31	-
Appropriations		
Dividend distribution tax	(1.12)	(1.11)
Balance at the end of the year	<u>(55,800.09)</u>	<u>(24,530.29)</u>
Other components of equity		
Remeasurement of debined benefit plans (net of tax)	(73.20)	(167.59)
Excahnge differences on foreign currency translation	(189.92)	(7.96)
Gains on investments in equity instruments	479.05	511.97
	<u>215.90</u>	<u>336.42</u>
Total other equity	<u>(37,845.67)</u>	<u>(6,455.38)</u>

Capital redemption reserve: The Company is required to create a capital redemption reserve from distributable profit if the buy-back of shares is out free reserves, the nominal value of the shares so purchased is required to be transferred to capital redemption reserve.

Securities premium account: Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act.

Retained earnings: Retained earnings are the profits/loss of the Company till date, less transfers to general reserve, dividends or other distributions paid to shareholders.

Net gain/(loss) on fair value of defined benefit plans: The Company has recognised remeasurement gains/(loss) on defined benefit plans in OCI. These changes are accumulated within the OCI reserve within other equity. The Company transfers amount from this reserve to retained earning when the relevant obligations are derecognized.

Gain/(loss) on investment in equity instruments: The Company has elected to recognise changes in the fair value of certain investments in equity securities in OCI. These changes are accumulated within the FVTOCI equity investment reserve within equity. The Company transfers amount from this reserve to retained earning when the relevant equity securities are derecognized.

Foreign currency translation reserve: Exchange difference on translation of long term monetary asset is accumulated in separate reserve within equity.

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Note 16 Borrowings

Particulars	(Indian ₹ in lacs)			
	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Secured				
Term loans from banks and others*	4,221.59	4,971.30	-	-
Hire Purchase Finance	-	171.80	-	-
Working capital finance from banks	-	-	4,697.20	6,909.89
Working capital finance from others	-	-	-	-
	4,221.59	5,143.10	4,697.20	6,909.89
* includes upon assignment from a financial institution				
Unsecured				
Inter corporate loans	11,095.57	5,492.40	-	-
	11,095.57	5,492.40	-	-
Total borrowings	15,317.16	10,635.50	4,697.20	6,909.89

Note 17 Other financial liabilities

Particulars	(Indian ₹ in lacs)			
	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Current maturities of long-term debt	-	-	920.09	977.92
Interest accrued and due on borrowings	-	-	2,397.75	2,124.57
Derivatives and other claims payable (refer note no. 44)	-	-	23,601.37	21,101.37
Total other financial liabilities	-	-	26,919.21	24,203.86

Note 18 Provisions

Particulars	(Indian ₹ in lacs)			
	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Provision for leave encashment	115.31	175.98	25.73	30.58
Provision for minning restoration	1,191.34	2,152.17	-	-
Provision for gratuity	-	112.86	-	-
Provision for income tax (net) (refer note no. 9.1)	-	-	-	341.29
Provision for bonus	-	-	132.83	188.43
Provision for royalty	-	-	1,784.08	2,048.22
Total provisions	1,306.65	2,441.01	1,942.64	2,608.52



Note 19
Other liabilities

Particulars	(Indian ₹ in lacs)			
	Non-current		Current	
	31st March 2019	31st March 2018	31st March 2019	31st March 2018
Advances from customers	-	-	5,577.71	4,795.66
Statutory liabilities	-	-	237.48	466.95
Shipping claims payable (refer note no. 42 and 43)	-	14,027.02	56,116.55	44,224.85
Payable for capital asset	-	-	270.70	846.04
Other liabilities	372.51	9.11	4,567.56	6,097.50
Total other liabilities	372.51	14,036.13	66,770.00	56,431.00

Note 20
Trade payables

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
Trade payables		
Total outstanding dues of Micro and Small Enterprises (refer note no. 37)	36.18	1.72
Total outstanding dues of creditors other than Micro and Small Enterprises	11,672.15	16,043.73
Total trade payables	11,708.33	16,045.45

Note 21
Revenue from operations

Particulars	(Indian ₹ in lacs)	
	2018-2019	2017-2018
Sale of products		
Export sales	27,216.94	43,892.59
Domestic sales	31,510.62	34,247.08
	58,727.56	78,139.67
Other operating revenue		
Research & development fees receipts	200.00	130.00
Other operating income	3,209.03	1,166.76
Total revenue from operations	62,136.59	79,436.43

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Note 22

Other income

Particulars	2018-2019	(Indian ₹ in lacs) 2017-2018
Interest receipts	534.27	285.54
Dividend receipts	137.02	1.46
Profit on sale of investment (net)	-	30.35
Lease rent receipts	183.95	54.94
Profit on sale of property, plant & equipment (net)	214.86	38.16
Sundry balances written back	16.30	111.34
Miscellaneous income	615.27	217.12
Total other income	1,701.67	738.91

Note 23

Cost of materials consumed

Particulars	2018-2019	(Indian ₹ in lacs) 2017-2018
<u>Raw materials consumed</u>		
Opening stock	3,194.54	2,638.32
Add: Purchases	13,103.23	12,379.65
	16,297.77	15,017.97
Less: Closing stock*	4,168.61	3,194.54
	12,129.16	11,823.43
Rent and royalty	1,725.50	1,715.54
Mining expenses	5,523.31	8,600.68
Total cost of materials consumed	19,377.97	22,139.65

* includes stock of a subsidiary on the date of derecognition of investments.

Note 24

Changes in inventories

Particulars	2018-2019	(Indian ₹ in lacs) 2017-2018
Closing Stock		
Finished goods*	5,903.42	6,358.43
Stock-in-trade*	6,601.62	1,690.09
Semi finished goods*	7,118.46	11,087.16
	19,623.50	19,135.68
Opening Stock		
Finished goods	6,358.43	8,015.73
Material in transit	-	25.81
Stock-in-trade	1,690.09	6,300.65
Semi finished goods	11,087.16	6,762.81
	19,135.68	21,105.00
Changes in inventories	(487.82)	1,969.32

* includes stock of a subsidiary on the date of derecognition of investments.



Note 25
Employee benefit expenses

Particulars	2018-2019	(Indian ₹ in lacs) 2017-2018
Salaries, wages, allowances and bonus	4,959.29	6,065.91
Directors' remuneration	129.40	155.26
Contribution to provident fund & other welfare funds	382.05	587.72
Staff welfare expenses	442.86	549.84
Total employee benefit expenses	5,913.60	7,358.73

Note 26
Finance costs

Particulars	2018-2019	(Indian ₹ in lacs) 2017-2018
Interest		
Banks	1,209.43	1,323.37
Income Tax	0.98	91.31
Others	690.38	337.78
	<u>1,900.79</u>	<u>1,752.46</u>
Other Borrowing Costs	27.43	30.21
Total finance costs	1,928.22	1,782.67

Note 27
Depreciation and amortisation expenses

Particulars	2018-2019	(Indian ₹ in lacs) 2017-2018
Depreciation on tangible assets	3,135.56	3,778.12
Depreciation on investment properties	72.59	5.91
Amortisation of intangible assets	43.58	66.54
Total depreciation and amortisation	3,251.73	3,850.57

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Note 28

Other expenses

Particulars	2018-2019	(Indian ₹ in lacs) 2017-2018
Manufacturing Expenses		
Power and fuel	2,827.49	2,784.19
Machinery repairs and maintenance	144.23	163.45
Packing materials and expenses	1,647.15	2,223.64
Stores and spares	2,962.45	3,042.62
Carriage inward	51.85	438.33
Other expenses	1,747.39	1,807.25
	<u>9,380.56</u>	<u>10,459.48</u>
Selling and distribution expenses		
Sales commission	85.26	172.06
Export freight and insurance	2,855.07	6,960.75
Export custom duty	1,576.59	1,566.06
Export and other shipment expenses	9,276.75	14,278.87
	<u>13,793.67</u>	<u>22,977.74</u>
Administrative and Other Expenses		
Advertisement and business promotion	153.22	180.14
Rent	88.60	320.79
Rates & taxes	79.76	380.95
Repairs to buildings and others	173.08	280.18
Insurance premiums	106.73	125.15
Travelling expenses	625.59	833.88
Foreign currency fluctuation loss	3,105.94	5.07
Legal and professional fees	843.20	916.73
Provision for doubtful debts and advances and bad debts	528.81	1,256.10
Bank discount, commission and other charges	88.02	140.39
Payment to auditors	75.70	96.73
Directors sitting fees	31.50	34.75
Impairment of assets	6.34	-
Loss on sale of investments	283.17	-
Corporate social responsibility expenses	18.55	120.11
Donations	62.06	80.71
Miscellaneous expenses	1,735.05	2,209.55
	<u>8,005.32</u>	<u>6,981.22</u>
Total other expenses	<u>31,179.55</u>	<u>40,418.44</u>

Expenditure towards Corporate Social Responsibility (CSR) activities

Gross amount required to be spent by the Group during the year	41.76	158.12
Amount spent in cash during the year		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	18.55	120.11
	<u>18.55</u>	<u>120.11</u>
Payments to auditors		
Audit fees	65.38	68.62
Tax audit fees	8.55	12.95
Other Services	0.48	13.24
Reimbursement of expenses	1.29	1.92
	<u>75.70</u>	<u>96.73</u>



Note 29
Earning per share

Particulars	2018-2019	2017-2018
Profit for the year (₹)	(33,101.99)	(4,516.39)
Weighted average number of shares (Nos)	8,69,86,098	8,69,86,098
Earnings per share (Basic and Diluted) ₹	(38.05)	(5.19)
Face value per share ₹	2.00	2.00

Note 30
Fair value measurement

i. Financial instruments by category

Particulars	31st March 2019			31st March 2018		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
(Indian ₹ in lacs)						
Financial assets						
Investments	378.71	505.04	17,091.61	125.50	536.97	26,072.77
Trade receivables	-	-	10,420.07	-	-	20,590.13
Loans	-	-	2,612.58	-	-	1,150.26
Other financial assets	-	-	454.37	-	-	742.16
Cash and cash equivalents	-	-	4,962.53	-	-	3,867.25
Other bank balances	-	-	1,133.78	-	-	313.24
Total financial assets	378.71	505.04	36,674.94	125.50	536.97	52,735.82
Financial liabilities						
Borrowings	-	-	20,014.36	-	-	17,545.39
Trade payables	-	-	11,708.33	-	-	16,045.45
Other financial liabilities	-	-	26,919.21	-	-	24,203.86
Total financial liabilities	-	-	58,641.90	-	-	57,794.70

ii) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair value are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the following three levels prescribed under Ind AS - 113 "Fair Value Measurements".

Financial assets measured at fair value - recurring fair value measurements at 31st March 2019

Particulars	(Indian ₹ in lacs)			Total
	Level 1	Level 2	Level 3	
Financial investment at FVOCI				
Investment in equity shares (unquoted)	-	-	505.04	505.04
Financial investment at FVPL				
Investment in Mutual Fund	378.71	-	-	378.71
Total	378.71	-	505.04	883.75

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Financial assets measured at fair value - recurring fair value measurements at 31st March 2018

	(Indian ₹ in lacs)			
Particulars	Level 1	Level 2	Level 3	Total
Financial investment at FVOCI				
Investment in equity shares (unquoted)	-	-	536.97	536.97
Financial investment at FVPL				
Investment in Mutual Fund	125.50	-	-	125.50
Total	125.50	-	536.97	662.48

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices in active markets. Quotes would include rates/values/valuation references published periodically by stock exchanges on basis of which trades take place in a linked or unlinked active market. This includes traded bonds and mutual funds, as the case may be.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques which maximise the use of observable market data (either directly as prices or indirectly derived from prices) and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indetermination asset included in level 3.

Note 31

Financial risk management

The Group's activities expose it to credit risk, liquidity risk and market risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, financial assets and trade receivables	Credit ratings, Aging analysis, credit evaluation	Diversification of counter parties, investment limits, check on counter parties basis credit rating and number of overdue days
Liquidity risk	Borrowings, trade payables and other liabilities	Maturity analysis	Maintaining sufficient cash/cash equivalents and marketable securities
Market risk	Financial assets and liabilities not denominated in INR	Sensitivity analysis	Constant evaluation and proper risk management policies

The Board provides guiding principles for overall risk management as well as policies covering specific areas such as foreign exchange risk, credit risk and investment of surplus liquidity.

A. Credit risk

Credit risk refers to the risk of a counter party default on its contractual obligation resulting into a financial loss to the Group. The maximum exposure of the financial assets represents trade receivables, work in progress and receivables.

In respect of trade receivables, the Group uses a provision matrix to compute the expected credit loss allowances for trade receivables in accordance with the expected credit loss (ECL) policy of the Group. The Group regularly reviews trade receivables and necessary provisions, whenever required, are made in the financial statements.



B. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet its commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial assets quickly at close to its fair value.

The Group, to the best extent possible, attempts to manage liquidity risk by maintaining adequate liquid assets and banking facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Contractual maturities of significant financial liabilities are as follows:

Particulars	(Indian ₹ in lacs)		
	Less than or equal to one year	more than one year	Total
As on 31st March 2019			
Borrowings	4,697.20	15,317.16	20,014.36
Trade payables	11,708.33	-	11,708.33
Other financial liabilities	26,919.21	-	26,919.21
As on 31st March 2018			
Borrowings	6,909.89	10,635.50	17,545.39
Trade payables	16,045.45	-	16,045.45
Other financial liabilities	24,203.86	-	24,203.86

C. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

The Group has several balances in foreign currency and consequently, the Group is exposed to foreign exchange risk. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies, to the extent possible.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings, wherever possible.

b) Interest rate sensitivity:

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

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Particulars	(Indian ₹ in lacs)	
	Increase/decrease in basis points	Effect of profit before tax
March 31, 2019	+100	200.14
	-100	(200.14)
March 31, 2018	+100	175.45
	-100	(175.45)

Group's exposure to foreign currency risk at the end of each reporting period is as under:

c) Exposure in foreign currency - unhedged

(respective foreign currencies in lacs)

Currency	31st March 2019	31st March 2018
Receivables		
USD	13.93	70.64
EURO	6.61	15.05
SGD	0.02	-
GBP	0.03	-
Payables		
USD	887.08	1,004.84
EURO	0.17	0.47
MYR	-	0.02
VND	-	45.15
SGD	0.01	-
GBP	0.09	-
EGP	-	0.06
Loan given to joint ventures/associates		
OMR	13.07	6.55

d) Foreign currency sensitivity

The Company is mainly exposed to changes in USD and EURO. The below table demonstrates the sensitivity to a 5% increase or decrease in the USD and EURO against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

Particulars	Currency	Change in rate	(Indian ₹ in lacs)
			Effect on profit before tax
March 31, 2019	USD	+5%	(3,021.10)
	USD	-5%	3,021.10
March 31, 2018	USD	+5%	(3,045.49)
	USD	-5%	3,045.49
March 31, 2019	EURO	+5%	25.02
	EURO	-5%	(25.02)
March 31, 2018	EURO	+5%	58.90
	EURO	-5%	(58.90)



Note 32 Capital management

The Group's capital management objective is to maximise the total shareholder returns by optimising cost of capital through flexible capital structure that supports growth. Further, the Group attempts to ensure optimal credit risk profile to maintain/enhance credit rating.

The Group determines the amount of capital required on the basis of annual operating plan and long-term strategic plans. The funding requirements are met through internal accruals and long-term/short-term borrowings. The Group monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Group.

However, due to the business losses for the past few years in the parent and some subsidiary companies, the net worth of the Group remains negative and in view of the fact that the current liabilities are much higher than the current assets as on the balance sheet date, the parent and some subsidiaries may find it difficult to meet its financial obligations unless long-term funds are generated by the Group.

The following table summarises the capital of the Group:

Particulars	(Indian ₹ in lacs)	
	31st March 2019	As at 31st March 2018
Total debt	20,934.45	18,523.31
Total equity	(36,105.95)	(4,715.66)
total debt to equity ratio	(0.58)	(3.93)

Note 33 Exceptional items

Particulars	(Indian ₹ in lacs)	
	31st March 2019	31st March 2018
1 Net liabilities in respect of exchange rate difference on a disputed shipping claim and differences and gain on account of fair valuation of long term liabilities	(11,535.53)	-
2 Additional liabilities in respect of termination of a settlement agreement by a creditor	(15,008.51)	-
3 Profit/(loss) on transfer of the pledged shares	(30.56)	-
4 Additional liability on one time settlement with a bank	(2,500.00)	-
5 Net liabilities in respect of hitherto unprovided additional liability on account of exchange rate differences on a disputed shipping claim and differences and gain on account of fair valuation of long-term liability towards settlement of two shipping claims as well as liability upon settlement with a shipping company.	-	(1,512.20)
Total....	(29,074.60)	(1,512.20)

Note 34 Contingent Liabilities

No.	Particulars	(Indian ₹ in lacs)	
		31st March 2019	31st March 2018
1	Guarantees to banks against credit facilities extended to erstwhile subsidiary and joint venture companies*	5,000.00	1,600.00
2	Guarantees given to various government authorities and others	4,394.22	23,877.79
3	In respect of contracts remaining to be executed	98.69	591.59
4	In respect of disputed excise duty	2,921.09	2,921.09
5	In respect of disputed income tax matters	1,653.49	1,732.42
6	In respect of disputed VAT and Service Tax matters	145.44	138.41
7	Shipping claims against the Company not acknowledged as debts	52,068.13	4,325.54
8	Other claims against the Company not acknowledged as debts	55,045.71	12,582.51
9	In respect of other matters	28.43	122.93
	Total...	1,21,355.20	47,892.28

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Note:

Contingent liabilities stated above include claims lodged by various creditors till the date of the signing of this report to the IRP under regulation 8 of the Insolvency and Bankruptcy Bank of India (Insolvency Process for Corporate Persons) Regulation, 2016.

*includes guarantees given on behalf on earstwhile subsidiary and joint venture.

Note 35

Employee benefits

Funded Scheme - Gratuity

Liability for employee gratuity has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Indian Accounting Standard 19 the details of which are as hereunder. The Company makes contributions to approved gratuity fund.

(Indian ₹ in lacs)

No.	Particulars	31st March 2019	31st March 2018
Amount recognised in balance sheet			
	Present value of funded defined benefit obligation	786.80	1,296.06
	Fair value of plan assets	825.27	1,183.20
	Net unfunded obligation/(surplus assets)	(38.47)	112.86
Expense recognised in the statement of profit and loss			
	Current service cost	47.71	77.09
	Expected return on plan assets	-	146.88
	Interest on net defined benefit asset	(2.01)	6.68
	Total expense charged to profit and loss Account	45.70	230.64
Amount recorded as other comprehensive income			
	Opening amount recognised in OCI outside profit & loss Account	(74.20)	(150.41)
	Remeasurements during the period due to:		
	Changes in financial assumptions	(11.35)	111.45
	Actual return on plan assets less interest on plan assets	(7.86)	8.18
	Closing amount recognised in OCI outside profit & loss account	(93.41)	(30.78)
Reconciliation of net liability/(asset)			
	Opening net defined benefit liability/(asset)	(61.09)	82.19
	Expense charged to profit and loss account	45.70	230.64
	Amount recognised outside profit and loss account	19.21	(119.63)
	Employer contributions	(42.29)	(80.34)
	Closing net defined benefit liability/(asset)	(38.47)	112.86
Movement in benefit obligation			
	Opening of defined benefit obligation	769.24	1,126.35
	Current service cost	53.73	77.09
	Past Service cost	-	146.20
	Interest on defined benefit obligation	62.06	90.11
	Actuarial loss/(gain) arising from change in financial assumptions	(1.12)	(17.10)
	Benefits paid from the fund	(72.65)	(14.88)
	Actuarial loss/(gain) on obligation	(24.46)	(111.71)
	Closing of defined benefit obligation	786.80	1,296.06
Movement in plan assets			
	Opening fair value of plan assets	827.97	1,044.16
	Return on plan assets excluding interest income	(9.90)	(3.94)
	Interest income	64.08	83.53
	Contributions by employer	42.29	321.36
	Benefits paid	(99.17)	(261.91)
	Closing of defined benefit obligation	825.27	1,183.20

**Principal actuarial assumptions**

Discount Rate	7.76	8.00
Salary escalation rate p.a.	7.76	7.73
Future salary increase	5.00	5.00
Rate of employee turnover	4.00	4.00

Sensitivity analysis for significant assumption is as shown below:

No.	Particulars	Sensitivity level	31st March 2019	31st March 2018
1	Discount Rate	1% Increase	(47.39)	(85.95)
		1% Decrease	53.52	97.92
2	Salary	1% Increase	54.46	98.10
		1% Decrease	35.50	(87.45)
3	Employee Turnover	1% Increase	9.51	18.89
		1% Decrease	10.57	(21.14)

The following are the expected future benefit payments for the defined benefit plan:

No.	Particulars	31st March 2019	31st March 2018
1	Within the next 12 months (next annual reporting period)	130.35	133.15
2	Between 2 and 5 years	210.74	444.59
3	Beyond 5 years	1,136.45	1,991.23

Note: Opening balances, wherever applicable, are adjusted for balances of the erstwhile subsidiary company.

Note 36

Disclosure as required by the ind AS 17, "Leases" as specified in the Companies (Accounting Standards) Rules 2015 (as amended) are given below :

- The aggregate lease rentals payable are charged to the statement of profit & loss as rent in note no. 28.
- The Group has taken properties on operating lease. The lease rentals are payable by the Group on a monthly or quarterly basis.
- The Leasing arrangements, which are non-cancellable over the period of the arrangements, the disclosures in respect of the same.

Note 37

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2018-19, to the extent the Company has received intimation from the Suppliers regarding their status under the Act.

(Indian ₹ in lacs)

No.	Particulars	31st March 2019	31st March 2018
	Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per MSMED Act)		
1	Principal amount due to micro and small enterprise	36.18	1.72
2	Interest due on above	-	-

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Note 38

As per Ind AS 24, Disclosure of transactions with related parties (as identified by the management) as defined in Ind AS are given below:

Sr No.	Particulars	Country of incorporation
(i) Joint ventures and associates		
1	Altage Stone Crushing Industries	India
2	APL Valueclay Private Limited ¹	India
3	Ashapura Arcadia Logistic Private Limited	India
4	Ashapura Dhofar Resources LLC	Oman
5	Ashapura Exports Private Limited	India
6	Ashapura Farest MPA Sdn Bhd	Malaysia
7	Ashapura Foundation	India
8	Ashapura Midgulf NV	Belgium
9	Ashapura Mineral Company	India
10	Ashapura Overeas Private Limited	India
11	Ashapura Perfoclay Limited ¹	India
12	ASQ Connect Limited ²	UK
13	Emo Ashapura Energy and Mining	Nigeria
14	Chetan N Shah - HUF	India
15	Kutch Navniraman Trust	India
16	Manico Resources Private Limited	India
17	Minologistic Corporation	India
18	Minotrans Logistic Corporation	India
19	Orient Abrasives Limited	India
20	Sharda Industrial Corporation	India
21	Sohar Ashapura Chemicals LLC	Oman

(ii) Key managerial personnel

22	Mr. Chetan Shah	Non-Executive Chairman
23	Mr. Rajnikant Pajwani	Whole Time Director & CEO
24	Mr. Hemul Shah	Whole Time Director & CEO/Independent Director
25	Mrs. Geeta Nerurkar	Whole Time Director & CEO/Independent Director
26	Mr. Harish Motiwala	Independent Director
27	Mr. Ashok Kadakia	Independent Director
28	Mr. Abhilash Munsif	Independent Director
29	Mr. Pundrik Sanyal	Independent Director
30	Mrs. Navita Gaiha	Independent Director
31	Mr. Sachin Polke	Company Secretary & Vice President
32	Mr. Ashish Desai	Chief Financial Officer
33	Mr. Ajay Phalod ³	Designate CEO
34	Ms. Surekha Sathe	Vice President - Information Technology
35	Mr. Akhilesh Sinha	Vice President - Human Resources
36	Mr. Manan Shah	Relative of a key managerial personnel

Note:

With the appointment of Interim Resolution Professional (IRP), the Board of Directors stands suspended w.e.f. 15th March, 2019.

1. ceased to be joint venture w.e.f. 19th September, 2018

2. w.e.f. 19th September, 2018

3. Designate CEO nominated by IRP w.e.f. 19th March, 2019



Nature of transaction	Relationship	(Indian ₹ in lacs)	
		Year ended 31st March 2019	Year ended 31st March 2018
1. Sales of materials			
Ashapura Perfoclay Limited	Joint Venture	1,219.83	4,339.01
APL Valueclay Private Limited	Joint Venture	1.58	112.32
Sohar Ashapura Chemicals LLC	Associate	202.44	1,579.87
Orient Abrasives Limited	Associate	7,896.38	6,684.86
Ashapura Midgulf NV	Associate	32.91	1,440.24
Ashapura Farest MPA Sdn Bhd	Associate	-	276.62
Total...		9,353.14	14,432.92
2. Sale of assets			
Orient Abrasives Limited	Associate	7.92	-
Ashapura Dhofar Resources LLC	Associate	716.96	-
Total...		724.88	-
3. Purchase of materials			
APL Valueclay Private Limited	Associate	0.20	338.72
Ashapura Perfoclay Limited	Associate	13.05	66.20
Orient Abrasives Limited	Associate	1,436.69	892.61
Total...		1,449.94	1,297.53
4. Interest received			
Sohar Ashapura Chemicals LLC	Associate	-	55.31
Ashapura Dhofar Resources LLC	Associate	152.45	-
Ashapura Overseas Private Limited	Associate	-	1.20
Ashapura Perfoclay Limited	Joint Venture	126.02	14.64
Total...		278.47	71.15
5. Reimbursement of administrative expenses received/(paid)			
Ashapura Overseas Private Limited	Associate	0.08	14.00
Orient Abrasives Limited	Associate	(7.75)	(2.22)
APL Valueclay Private Limited	Joint Venture	0.64	0.14
Ashapura Perfoclay Limited	Joint Venture	280.72	554.68
Total...		273.69	566.60
6. Rent received			
Ashapura Overseas Private Limited	Associate	1.20	1.20
Orient Abrasives Limited	Associate	11.40	5.10
Total...		12.60	6.30
7. R & D charges receipts			
Orient Abrasives Limited	Associate	25.00	-
Ashapura Perfoclay Limited	Joint Venture	75.00	100.00
Total...		100.00	100.00
8. Dividend received			
Sohar Ashapura Chemicals LLC	Associate	45.31	394.64
Orient Abrasives Limited	Associate	116.96	116.96
Total...		162.27	511.60
9. Donation			
Ashapura Foudation	Associate	-	2.00
Kutch Navmiraman Trust	Associate	10.00	-
Total...		10.00	2.00
10. Operational Income			
Ashapura Arcadia Logistic Private Limited	Associate	-	18.00
Orient Abrasives Limited	Associate	-	28.93
Total...		-	46.93

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11. Royalty

Chetan N Shah - HUF	Associate	238.05	-
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Outstanding Balances:

1. Trade receivables

Ashapura Arcadia Logistic Private Limited	Associate	-	40.95
Ashapura Exports Private Limited	Associate	385.58	385.58
Ashapura Midgulf NV	Joint Venture	526.31	1,179.47
Ashapura Overseas Private Limited	Associate	259.41	257.91
Ashapura Perfoclay Limited	Joint Venture	1,168.70	1,418.18
Manico Resources Private Limited	Associate	12.50	12.50
Ashapura Farest MPA Sdn Bhd	Associate	-	336.03
APL Valueclay Private Limited	Joint Venture	0.21	0.13
Orient Abrasives Limited	Associate	1,372.22	2,723.32
ASQ Connect Limited	Associate	750.00	-
Sohar Ashapura Chemicals LLC	Associate	-	55.87
Total...		4,474.93	6,409.94

2. Security Deposit

Sharda Industrial Corporation	Associate	45.00	45.00
Ashapura Perfoclay Limited	Joint Venture	15.00	-
Orient Abrasives Limited	Associate	-	1.00
Ashapura Mineral Company	Associate	-	12.00
Total...		60.00	58.00

3. Trade Payables

Ashapura Mineral Company	Associate	-	16.03
Ashapura Midgulf NV	Joint Venture	148.28	-
Ashapura Arcadia Logistic Private Limited	Associate	49.41	82.74
Orient Abrasives Limited	Associate	176.53	205.12
Ashapura Perfoclay Limited	Joint Venture	3.58	-
APL Valueclay Private Limited	Joint Venture	10.59	-
Total...		388.39	303.89

4. Advances from customers

Ashapura Farest MPA Sdn Bhd	Associate	0.70	-
Ashapura Arcadia Logistic Private Limited	Associate	100.00	100.00
Total...		100.70	100.00

5. Trade Advances

Mino Trans Logistics	Associate	164.42	-
Ashapura Perfoclay Limited	Joint Venture	-	400.00
Manico Resources Private Limited	Associate	51.01	51.01
Altage Stone Crushing Industries	Associate	445.85	431.28
Minologistics Corporation	Associate	46.74	46.74
Total...		708.02	929.03

6. Loans

Sohar Ashapura Chemicals LLC	Joint Venture	603.89	1,109.33
Ashapura Dhofar Resources LLC	Associate	1,993.97	-
Total...		2,597.86	1,109.33



Key management personnel and relatives

1. Remuneration

Mr. Rajnikant Pajwani	Whole Time Director & CEO	29.35	29.34
Mr. Hemul Shah	Whole Time Director & CEO	67.35	62.40
Mrs. Geeta Nerulakar	Whole Time Director & CEO	31.19	63.51
Others		284.70	227.89

Total... **412.59** **383.14**

2. Sitting fees

Mr. Chetan Shah	Non-Executive Chairman	3.75	4.25
Mr. Harish Motiwala	Independent director	6.75	7.50
Mr. Ashok Kadakia	Independent director	3.25	4.00
Mr. Abhilash Munsif	Independent director	7.75	6.50
Mr. Hemul Shah	Independent director	1.00	2.50
Mrs. Geeta Nerurkar	Independent director	2.00	2.50
Mr. Pundrik Sanyal	Independent director	5.50	5.00
Mrs. Navita Gaiha	Independent director	1.50	2.50

Total... **31.50** **34.75**

3. Reimbursement of expenses paid

Ms. Surekha Sathe	Vice President - Information Technology	2.94	-
Mr. Ashish Desai	Chief Financial Officer	2.40	-
Mr. Ajay Phalod	Designate CEO	2.40	-
Mr. Akhileshkumar Sinha	Vice President - HR	2.94	-
Mr. Sachin Polke	Company Secretary & Vice President	2.94	-

Total... **13.62** **-**

4. Sale of investment

Mr. Manan Shah	Relative of a key managerial personnel	898.95	-
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Outstanding Balances:

1. Security deposits

Mr. Chetan Shah	Non-Executive Chairman	5.00	5.00
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Ashapura Minechem Limited

(COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP))

Note 39 Disclosure in terms of Schedule III of the Companies Act, 2013

Particulars	Net Assets		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	₹	As a % of consolidated profit or loss	₹	As a % of consolidated other comprehensive income	₹	As a % of consolidated total comprehensive income	₹
	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2019
Parent Company	111.20	(40,148.15)	22.45	(7,431.45)	19.94	(50.14)	22.43	(7,481.59)
Ashapura Minechem Limited								
Subsidiaries:								
Indian								
Ashapura Aluminum Limited	(0.11)	40.00	0.01	(3.65)	-	-	0.01	(3.65)
Ashapura Claytech Limited	0.29	(103.37)	0.39	(129.74)	(3.64)	9.16	0.36	(120.58)
Ashapura Consultancy Service Private Limited	0.44	(160.37)	(0.02)	5.03	-	-	(0.02)	5.03
Ashapura International Limited*	-	-	(3.99)	1,321.64	0.04	(0.11)	(3.96)	1,321.53
Bombay Minerals Limited	(32.58)	11,764.80	0.22	(73.47)	1.50	(3.78)	0.23	(77.25)
Peninsula Property Developers Private Limited	0.01	(3.95)	(0.01)	3.70	-	-	(0.01)	3.70
Prashansa Ceramics Limited	0.24	(88.34)	(0.15)	48.18	-	-	(0.14)	48.18
Sharada Consultancy Private Limited	0.26	(94.82)	(0.02)	5.36	-	-	(0.02)	5.36
Ashapura Resources Private Limited	0.25	(88.55)	0.20	(66.62)	-	-	0.20	(66.62)
Foreign								
Ashapura Holdings (UAE) FZE	(1.96)	708.31	0.51	(167.74)	-	-	0.50	(167.74)
Ashapura Maritime FZE	7.59	(2,742.13)	0.01	(4.68)	-	-	0.01	(4.68)
Ashapura Guniea Resources**	-	-	2.01	(666.67)	-	-	2.00	(666.67)
Ashapura Minechem (UAE) FZE	1.59	(574.06)	0.95	(315.28)	-	-	0.95	(315.28)
PT Ashapura Resources***	-	-	0.01	(2.54)	-	-	0.01	(2.54)
PT Ashapura Bentoclay Forest	1.13	(408.76)	0.30	(100.37)	-	-	0.30	(100.37)
Joint Ventures:								
Indian								
Ashapura Perfoclay Limited*	-	-	(1.14)	376.00	0.11	(0.27)	(1.13)	375.73
APL Valueclay Private Limited*	-	-	0.36	(118.36)	-	-	0.35	(118.36)
Foreign								
Ashapura Midgulf NV	(3.43)	1,236.99	0.19	(61.98)	-	-	0.19	(61.98)
Ashapura Dhofar Resources LLC	(0.23)	82.51	0.31	(103.46)	-	-	0.31	(103.46)
Sohar Ashapura Chemicals LLC	(8.20)	2,960.83	(2.00)	662.59	-	-	(1.99)	662.59
Associates:								
Indian								
Ashapura Arcadia Logistic Private Limited	(0.79)	284.78	0.32	(106.04)	-	-	0.32	(106.04)
Orient Abrasives Limited	(20.75)	7,492.60	(1.80)	596.92	(1.44)	3.63	(1.80)	600.55
Foreign								
Ashapura Forest MPA Sdn Bhd	(0.86)	309.47	0.10	(31.97)	-	-	0.10	(31.97)
Foreign currency translation reserve/Others	-	-	-	-	83.49	(209.95)	0.63	(209.95)
Total Eliminations	45.90	(16,573.74)	80.77	(26,737.40)	-	-	80.16	(26,737.40)
Total...	100.00	(36,105.95)	100.00	(33,101.99)	100.00	(251.46)	100.00	(33,353.45)

* ceased to be a subsidiary/joint venture w.e.f. 19th September 2018

** ceased to be a subsidiary w.e.f. 16th August, 2018

*** ceased to be a subsidiary w.e.f. 30th September, 2018



40. The Parent Company, on 12th December 2018, moved to the National Company Law Tribunal (NCLT) - Mumbai Bench, under appropriate and relevant provisions of the Insolvency and Bankruptcy Code, 2016. The said petition is admitted by the NCLT by its order dated 15th March 2019 and the Company is, therefore, now under Corporate Insolvency Resolution Process (CIRP). Consequently, The Board of the Directors of the Parent Company stands suspended and Mr. Arun Chadda has been appointed by the NCLT as Interim Resolution Professional. Some of the creditors have, however, moved to the Hon. National Company Law Appellate Tribunal (NCLAT) against the aforesaid order passed by the NCLT. The order passed by the Hon. NCLT has been stayed and is pending for disposal by the Hon. NCLAT.
41. By virtue of a decree execution order passed by the Hon. Bombay High court on 31st October 2018, a shipping company, against its claims, has taken symbolic possession of certain unencumbered assets of the Parent Company.
42. One of the creditors, with whom the Parent Company had entered into settlement agreement, terminated during the year, the settlement agreement of US \$ 45 million payable over 25 years and invoked pledge of shares of two subsidiary companies and a joint venture company on 19th September 2018 and 4th October 2018. Accordingly, 100% shares of a wholly-owned subsidiary, Ashapura International Limited; 47.86% shares of a subsidiary company, Bombay Minerals Limited; and the entire holding of 50% in a joint venture company, Ashapura Perfoclay Limited have been taken over by the said creditor due to trigger of these pledged shares.

The Parent Company is in the process of defending the said invocation of pledge by the creditor. These financial results have, however, been prepared on the basis of the aforesaid changes in the investments of the Parent Company. In absence of any consensus between the Parent Company and the said creditor, transfer of the aforesaid investments is accounted for on the book value of the respective companies as on the date of the transfer. This may undergo a change upon settlement on valuation of the respective transferee companies.

43. Total amount payable in respect of the shipping claim as stated in (42) above, along with another claim payable to a creditor (net of invocation of pledge shares) as stated in (41) above, is ₹ 56,116.55 lacs (previous year: ₹ 58,251.87 lacs) which have been duly provided for. The Company has, however not provided towards interest on these claims along with exchange rate difference thereon for the year aggregating to ₹ 18,056.67 lacs (cumulative up to 31st March 2019: ₹ 35,415.44 lacs) The loss for the period is, therefore, understated by ₹ 18,056.67 lacs and other equity as on the balance sheet date is overstated by ₹ 35,415.44 lacs.
44. As directed by the Security and Exchange Board of India (SEBI), the Parent Company has, during the financial year 2014-15, made provisions of unprovided disputed loss/liability aggregating to ₹ 21,101.38 lacs in respect of foreign currency derivative contracts, which were the subject matter of the qualification in the Auditors' Report in the earlier years. The Company, however, based on the legal advice received, maintains that that these financial derivatives contracts are void and unenforceable.
45. One of the overseas step-down subsidiaries i.e. Ashapura Guinea Resources has ceased to be a subsidiary during the year upon issue of fresh capital to the other party. Another overseas step-down subsidiary, PT Ashapura Resources ceased to be subsidiary during the year due to closure of the entity.
46. Balances with some of the banks as well as balances for trade payables, trade receivables, for loans and advances are subject to confirmations from the respective parties and reconciliations, if any, in many cases. In absence of such confirmations, the balances as per books have been relied upon by the auditors.
47. Figures pertaining to the subsidiary companies have been reclassified whenever necessary to bring them in line with the Parent Company's financial statements.
48. All the amounts have been stated in Indian ₹ in lacs, unless otherwise stated.
49. Previous year's figures has regrouped and rearranged, wherever necessary.

Signatures to Notes No. 1 to 49

As per our report of even date

For P A R K & COMPANY
Chartered Accountants

Sd/-
PRASHANT VORA
Partner

Mumbai
August 1, 2019

Sd/-
ARUN CHADDA
Interim Resolution Professional

Sd/-
ASHISH DESAI
Chief Financial Officer

Mumbai
August 1, 2019

Sd/-
AJAY PHALOD
Designate Chief Executive officer

Sd/-
SACHIN POLKE
Company Secretary & Vice President

Ashapura Minechem Limited

FORM AOC – I
(Pursuant to first proviso to sub-section (3) of section 129
STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT
Part "A": Subsidiaries

S.N.	Name of the Subsidiary Cos.	The date since when subsidiary was acquired (date on which entity become subsidiary)	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting Currency and Exchange Rate as on last date of relevant Financial Year (Foreign Subsidiaries)	Share Capital	Reserves & Surplus
1	Ashapura International Ltd.@	02.10.1992	Uniform	INR	300.00	13147.20
2	Ashapura Claytech Ltd.	27.11.1998	Uniform	INR	357.99	(461.37)
3	Bombay Minerals Ltd.	25.09.2001	Uniform	INR	21.81	11,743.00
4	Prashansha Ceramics Ltd.	12.08.2002	Uniform	INR	145.00	(233.34)
5	Peninsula Property Developers Pvt. Ltd.	16.12.1998	Uniform	INR	1.00	(4.95)
6	Sharda Consultancy Pvt. Ltd.	16.12.1998	Uniform	INR	1.00	(95.82)
7	Ashapura Consultancy Services Pvt. Ltd.	16.12.1998	Uniform	INR	1.00	(161.37)
8	Ashapura Aluminium Ltd.	14.08.2007	Uniform	INR	5.00	34.58
9	Ashapura Resources Pvt. Ltd.	30.11.2017	Uniform	INR	1.00	(89.54)
10	Ashapura Minechem (UAE) FZE	18.07.2004	Uniform	USD	1922.85	(1350.19)
11	Ashapura Holdings (UAE) FZE	02.05.2007	Uniform	USD	28.28	750.01
12	Ashapura Maritime FZE	29.07.2007	Uniform	USD	28.28	(2770.41)
13	PT Ashapura Resources Indonesia#	21.04.2010	Uniform	USD	692.00	(379.84)
14	Ashapura Guinea Resources SARL**	08.08.2016	Uniform	USD	0.97	(2227.34)
15	PT Ashapura Bantoclay Fareast	22.05.2017	Uniform	USD	123.94	(159.86)

* USD 1 = Rs. 69.20 (As on 31/03/2019) (rounded off to the nearest Rupee)

@ Ceased to be subsidiary w.e.f 19th September, 2018

Ceased to be subsidiary w.e.f 1st October, 2018

** Ceased to be subsidiary w.e.f 17th August, 2018

Details of Investment by the Company's Subsidiaries:

S.N.	Name of the Subsidiary Company	Particulars of Investment	Nature of Investment
1	Bombay Minerals Ltd.	Prashansha Ceramics Ltd.	Eq. Shares
2	Ashapura Minechem (UAE) FZE	Ashapura Holdings (UAE) FZE	Shares
3	Ashapura Minechem (UAE) FZE	PT Ashapura Resources Indonesia	Shares
4	Ashapura Holdings (UAE) FZE	Ashapura Maritime FZE	Shares
5	Ashapura Holdings (UAE) FZE	Ashapura Guinea Resources SARL	Shares
6	Ashapura Holdings (UAE) FZE	PT Ashapura Bantoclay Resources Fareast	Shares

1 USD - 3.67 AED * 1USD - 9105 GNF



read with rule 5 of Companies (Accounts) Rules, 2014)

OF SUBSIDIARY COMPANIES FOR THE YEAR ENDED 31st MARCH, 2019

(₹ in Lacs)

Total Assets	Total Liabilities	Investments	Turnover (includes Other Income)	Profit before taxation	Provision for tax	Profit after taxation	Proposed Dividend	% of Shareholding
29512.38	16065.17	0.86	18005.85	2024.75	730.00	1321.64	-	100.00
1,518.66	1622.03	-	594.05	(133.15)	-	(129.74)	-	99.44
27,976.25	16211.44	12,095.58	13,033.43	(91.33)	-	(73.47)	5.45	52.14
140.46	228.80	-	253.12	48.18	0.00	48.18	-	100.00
16.37	20.32	-	5.36	3.81	0.11	3.70	-	100.00
45.79	140.61	-	16.32	6.59	1.27	5.36	-	100.00
70.33	230.70	-	21.91	6.11	1.13	5.03	-	100.00
40.00	0.42	-	-	(3.65)	-	(3.65)	-	100.00
6.90	95.44	-	0.25	(66.62)	-	(66.62)	-	100.00
3304.23	2731.57	2256.95	749.27	(324.66)	-	(324.66)	-	100.00
11836.81	11058.51	522.72	2327.91	(172.73)	-	(172.73)	-	100.00
27.06	2769.19	-	1.35	(4.83)	-	(4.83)	-	100.00
315.94	3.78	-	-	(2.62)	-	(2.62)	-	100.00
1431.60	3657.98	-	-	(670.11)	-	(670.11)	-	100.00
710.47	746.40	-	455.53	(103.35)	-	(103.35)	-	100.00

Face Value	No. of Shares	Amount (Rs. In Lacs)
Rs. 10/-	7,50,000	75.00
AED 150000	1	28.28
USD 1	10,00,000	692.00
AED 150000	1	28.28
GNF 100000	100	0.76
USD 1	118600	82.07

For and on behalf of the Board of Directors

Sd/-
Chetan Shah
Chairman (Executive)

Sd/-
Sachin Polke
Company Secretary &
Vice President
(Group Affairs)

Sd/-
Ajay Poalod
Chief Executive
Officer

Sd/-
Ashish Desai
Chief Financial
Officer

Place : Mumbai

Date : 13th November, 2019

Part "B": Associates and Joint Ventures
Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl. No.	Name of Associates/ Joint Ventures	Latest audited Balance Sheet Date	Date on which the associate or joint venture was associated or acquired	Shares of Associates/Joint Ventures held by the Company on the year end		Description of how there is significant influence	Reason why the Associate/ Joint Venture is not consolidated	Network attributable to shareholder as per latest audited Balance Sheet	Profit/ (Loss) for the year	Not considered in Consolidation
				No. of Shares	Amount of Investment in Associate/Joint Venture					
1	Ashapura Perfoclay Limited\$	18.09.2018	06.05.1998	89,66,590	896.66	By Board & Equity Holding	-	(752.59)	-	
2	Ashapura Midgulf NV- Antwerp @	31.03.2019	11.10.2006	15,00,000	1,349.73	By Board & Equity Holding	-	(61.98)	-	
3	Sohar Ashapura Chemicals LLC - Oman*	31.12.2018	05.01.2011	1,00,000	163.13	By Equity Holding/ Voiting Power	-	662.59	-	
4	Ashapura Fareast MPA- SDN-BHD-Malaysia**	31.12.2018	06.01.2013	17,00,000	480.12	By Equity Holding/ Voiting Power	-	(31.97)	-	
5	Orient Abrasives Limited#	31.03.2019	15.06.2017	4,67,82,953	12,966.12	By Equity Holding/ Voiting Power	-	596.92	-	
6	Ashapura Arcadia Pvt. Ltd	31.03.2019	28.09.2007	55,000	5.5	Equity Holding	-	(106.04)	-	
7	Emo Ashapura Energy and Mining Ltd-Nigeria	-	-	67,20,000	-	By Equity Holding/ Voiting Power	The Investment in the said Company impaired during Financial Year 2011-12.	-	-	
8	APL Valueclay Private Limited##	31.03.2018	30.12.2016	10,000	1.00	By Board & Equity Holding	-	(236.75)	-	
9	Ashapura Dhofar Resources LLC	31.03.2018	30.11.2017	1,05,000	197.90	By Equity Holding / Voiting Power	-	(103.46)	-	

NOTES:-

\$ CEASED TO BE AN ASSOCIATE COMPANY W.E.F 19TH SEPTEMBER, 2018

@ THE PARTLY SHARES HELD DIRECTLY AND PARTLY THROUGH COMPANY'S WHOLLY OWNED SUBSIDIARY COMPANY VIZ. ASHAPURA MINECHEM (UAE) FZE.

* THE SHARES HELD THROUGH COMPANY'S STEP DOWN SUBSIDIARY COMPANY VIZ. ASHAPURA HOLDING (UAE) FZE.

** THE SHARES HELD THROUGH COMPANY'S WHOLLY OWNED SUBSIDIARY COMPANY VIZ. ASHAPURA MINECHEM (UAE) FZE.

THE SHARES HELD THROUGH COMPANY'S SUBSIDIARY COMPANY VIZ. BOMBAY MINERALS LIMITED.

THE SHARES HELD THROUGH COMPANY'S JOINT VENTURE COMPANY VIZ. ASHAPURA PERFOCCLAY LIMITED."



Ashapura Minechem Limited

CIN No. : L14108MH1982PLC026396

Regd. Office: Jeevan Udyog Building, 3rd Floor, 278, D.N Road, Fort, Mumbai – 400001

Tel. No.: +91-22 66651700 Fax: +91-22 22074452

Website: www.ashapura.com Investors Relations E-mail ID : cosec@ashapura.com

ATTENDANCE SLIP

38th Annual General Meeting - 27th December, 2019
(To be presented at the entrance of the Meeting Hall)

Folio No. / DP ID/Client ID :	No. of Shares :

I/We hereby record my/our presence at the **38th Annual General Meeting of the Company** to be held on **Friday, 27th December, 2019 at 3.00 p.m. at Rangaswar Hall, 4th Floor, Y. B. Chavan Centre, General Jagannath Bhosale Road, Nariman Point, Mumbai – 400021.**

Name of the Member _____ Signature _____

Name of the Member/Proxy/ _____ Signature _____
Authorized Representative

- Notes:**
1. Only Member/Proxy/Authorized Representative can attend the Meeting.
 2. Member/Proxy/Authorized Representative should bring his/her copy of the Annual Report for reference at the Meeting.

-----TEAR HERE-----



Ashapura Minechem Limited

CIN No. : L14108MH1982PLC026396

Regd. Office: Jeevan Udyog Building, 3rd Floor, 278, D.N Road, Fort, Mumbai – 400001

Tel. No.: +91-22 66651700 Fax: +91-22 22074452

Website: www.ashapura.com Investors Relations E-mail ID : cosec@ashapura.com

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

38th Annual General Meeting – 27th December, 2019

Name of the Member(s)	
Registered address	
E-mail Id	
Folio No. / Client Id/ DP ID No.	

I / We, being the member(s) of _____ shares of the above mentioned Company, hereby appoint -

1. Name : _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her

2. Name : _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her

3. Name : _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her

P.T.O.

Ashapura Minechem Limited

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **38th Annual General Meeting of the Company, to be held on Friday, 27th December, 2018 at 3.00 p.m. at Rangaswar Hall, 4th Floor, Y. B. Chavan Centre, General Jagannath Bhosale Road, Nariman Point, Mumbai - 400021** and at any adjournment thereof, in respect of such resolution as are indicated below:

Resolution No.	Ordinary / Special Business	Optional*	
		For	Against
1.	Adoption of Audited (Standalone/Consolidated) Financial Statements for the year ended 31st March, 2019, together with the Directors' and Auditors' Reports thereon.		
2.	Appointment of Shri Chetan Shah, who retires by rotation.		
3.	Ratification of remuneration payable to M/s. S. K. Rajani & Co., Cost Accountants, as Cost Auditors for the FY 2019-2020.		
4.	Re-designation of Shri Chetan Shah as an Executive Chairman of the Company.		
5.	Re-appointment of Shri Harish Motiwalla as a Non-Executive, Independent Director of the Company (Special Resolution) .		
6.	Re-appointment of Shri Abhilash Munsif as a Non-Executive, Independent Director of the Company (Special Resolution) .		

Signed this ____ day of _____, 2019



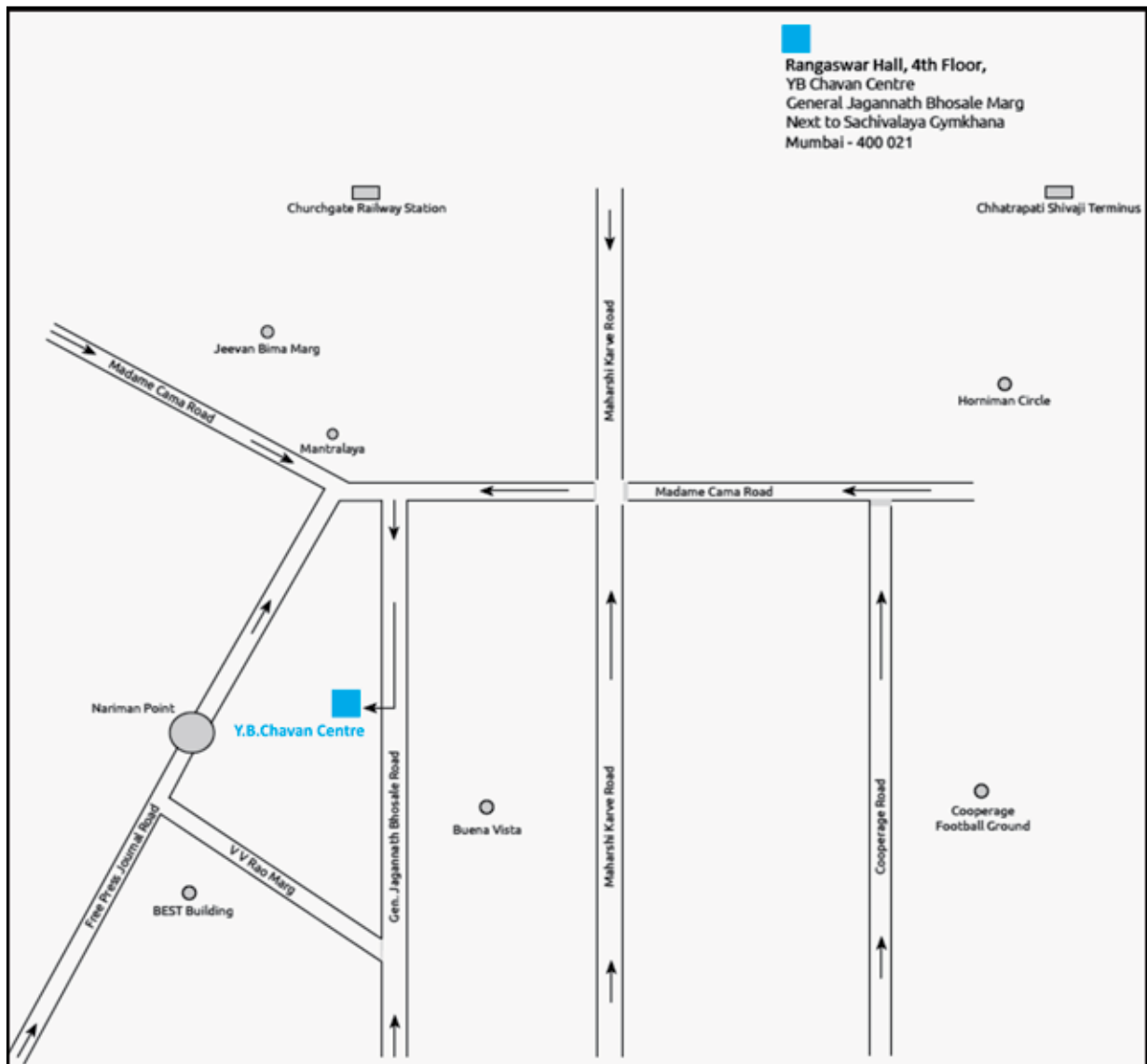
Signature of Shareholder

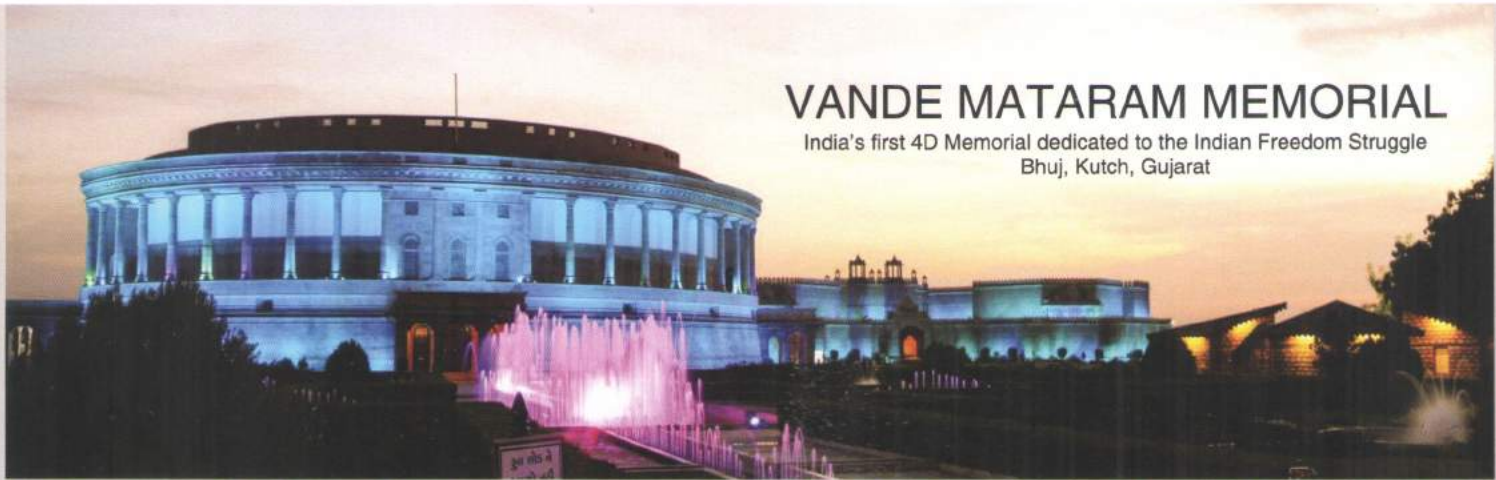
Signature of Proxy Holder(s)

-
- Notes:**
- 1) * It is optional to put a (tick) '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
 - 2) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ROUTE MAP OF VENUE OF ANNUAL GENERAL MEETING





VANDE MATARAM MEMORIAL

India's first 4D Memorial dedicated to the Indian Freedom Struggle
Bhuj, Kutch, Gujarat



Appreciation received from different class of society on building Vande Mataram Memorial
Sri Sri Ravi Shankar, Shree Vasambhai Gopalbhai Aahir, Minister of State & Mrs. Shelin Adani, Trustee Adani Foundation

CELEBRATED 10 YEARS OF WOMEN EMPOWERMENT

The Ashapura Women's Academy was set up ten years ago to empower Women by teaching them various skills so that they could lead a respectful independent life



CrystaCIL, A Fluoride removal project from drinking water



Katal Ladoo Distribution



Medical Camps / Ambulance in Villages



ASHAPURA
Group of Industries

Jeevan Udyog Building, 3rd Floor,
278, D. N. Road, Fort, Mumbai - 400 001, India

Tel.: +91 22 66221700
Fax : +91 22 22074452
Website : www.ashapura.com