

Ref No.: Minechem/Stock Exch/Letter/8087

12th July, 2021

**The Dy. General Manager,
Bombay Stock Exchange Limited
Corporate Relations & Services Dept.,
P. J. 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: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with the Regulation 30 and all other applicable provisions of SEBI (LODR), 2015, please find enclosed herewith the Postal Ballot Notice, together with Explanatory Statement which has been dispatched to the members of the Company whose names appeared in the Register of Members/List of beneficial Owners as on cut-off/Specified date i.e. Friday, 9th July, 2021.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For **ASHAPURA MINECHEM LTD**



**SACHIN POLKE
COMPANY SECRETARY
& VP (Group Affairs)**



POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of Ashapura Minechem Limited ('the Company'), pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and 39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs ('MCA Circulars'), and Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020 and SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 dated 15th January 2021, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, the time being in force and as amended from time to time, that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

The Board of Directors at its meeting held on Tuesday, 22nd June, 2021, has appointed Shri Virendra Bhatt (ACS No. 1157, COP No. 124), Practicing Company Secretary, as a Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

This notice is being sent to all members/beneficiaries whose names appear in the Register of Members/Record of Depositories as on Cut-off-date/Specified date Friday, 9th July 2021.

The proposed Resolutions and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members.

Pursuant to Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the members of the Company. Accordingly, the Company is providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members are requested to read carefully the related notes to this Postal Ballot Notice and

instructions given thereunder for e-voting. The e-voting will commence on Tuesday, 13th July, 2021 (9.00 a.m.) and end on Wednesday, 11th August, 2021 (5.00 p.m.).

The Scrutinizer shall submit his report to the Chairman or in his absence, to any other person authorised by him, after the completion of the scrutiny of the postal ballots (e-voting). The results of the Voting by Postal Ballot through electronic means will be announced by the Chairman of the Company or in his absence, by any other person authorized by him, on or before Friday, 13th August 2021, 5.00 p.m. at the Registered Office of the Company at Jeevan Udyog Building, 3rd Floor, 278, D. N. Road, Fort, Mumbai-400001. The said results will be posted on the Company's website viz. www.ashapura.com besides communicating to the Stock Exchange where the Company's shares are listed.

SPECIAL BUSINESS:

Item No. 1

SALE/TRANSFER OF ASSET /PLANT OF MATERIAL SUBSIDIARY OF THE COMPANY:

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

“RESOLVED THAT in accordance with Regulation 24 (6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and further pursuant to Section 110 and any other applicable provisions of the Companies Act, 2013, the Rules thereunder, including any statutory modifications and amendments to each of the foregoing, and subject to the approvals, consents, permissions and/or sanctions, as may be required from any other relevant statutory authorities or departments, institutions or bodies, the consent of the members be and is hereby accorded for sale/transfer of the asset/plant of the Bombay Minerals Limited, a wholly owned (Material) subsidiary of the Company to an associate company viz. Orient Advanced Materials Pvt. Ltd. at an aggregate consideration of not less than the value arrived at by the Independent registered valuer & shall be on arm's length basis and on such terms and conditions and with such modifications as may be required as the Board of Directors of the Company (hereinafter referred to as the “Board, which term shall include any committee of Directors constituted by the Board), may deem fit and appropriate in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution, without further referring to the Members of the Company; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, to settle any questions, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution.”

RESOLVED FINALLY THAT all actions taken by the Board /Committee(s) of the Board in connection with any matter(s) referred or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Item No. 2

APPROVAL OF RELATED PARTY TRANSACTIONS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board to ratify/approve all existing contracts/arrangements/agreements/transactions and to enter into new/ further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), in the ordinary course of business and on arm’s length basis with Related Parties as mentioned in the table forming part of the Explanatory Statement annexed to this notice and notwithstanding that such transactions may exceed as prescribed under the Listing Regulations in any Financial Year or such other threshold limits as may be specified by the Act and Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice and on such terms and conditions as may be agreed between the Company and related parties.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company.

By Order of the Board of Directors

Sd/-

Sachin Polke

Company Secretary & VP (Group Affairs)

Place: Mumbai

Date: 22nd June, 2021

NOTES:

- a) The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out material facts in respect of the business specified above is annexed hereto.
- b) In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to members whose names appear in the Register of members/List of Beneficial Owners as received from Registrar and Transfer Agent as on Friday, 9th July, 2021 (Specified/Cutoff date).
- c) For Members who have not registered their e-mail IDs, please follow the instructions given under Note No k).
- d) As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
- e) The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on Friday, 9th July, 2021 (Specified/Cutoff date).
- f) In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically.
- g) Members may please note that the Postal Ballot Notice will also be available on the Company's website www.ashapura.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.cdslindia.com.
- h) The dispatch of the Postal Ballot Notice shall be announced through an advertisement in at least (one) English Newspaper and at least (one) Marathi newspaper, each with wide circulation in the district, where the registered office of the Company is situated and hosted on the Company Website
- i) All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on cosec@ashapura.com.
- j) The voting period will commence from Tuesday, 13th July 2021, IST at 9.00 a.m. and end on Wednesday i.e. 11th August 2021, IST at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter.

- k) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at cosec@ashapura.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register the e-mail address, Members may write to cosec@ashapura.com.
- l) The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website cosec@ashapura.com and on the website of CDSL www.evotingindia.com.
- m) The resolution, if approved, by the requisite majority shall be deemed to have been passed on the last date of e-voting i.e. Wednesday 11th August 2021.
- n) The Scrutinizer's decision on the validity of the Postal Ballot shall be final
- o) The instructions for Members for e-voting are as under
- The voting period begins on Tuesday, 13th July 2021, IST at 9.00 a.m. and end on Wednesday, 11th August 2021, IST 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/specified Date Friday, 9th July 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
 - In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting</p>

	<p>& voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

mode with CDSL	helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

➤ Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 (3).

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 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.
- **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; bhattivirendra1945@yahoo.co.in, cosec@ashapura.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in.
- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rnt.helpdesk@linkintime.co.in. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

By Order of the Board of Director

Sd/-

Sachin Polke

Company Secretary & VP (Group Affairs)

Place: Mumbai

Date: 22nd June, 2021

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 1:

SALE/TRANSFER OF ASSET /PLANT OF MATERIAL SUBSIDIARY OF THE COMPANY:

M/s Bombay Minerals Limited (BML) is a material subsidiary of the Company as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

BML proposed sale/transfer of its Proppant plant as a part of strategic restructuring in order to manage its future cash flow situation, at an aggregate consideration of not less than the value arrived at by the Independent registered valuer & shall be on arm's length basis. The Audit Committee in its meeting also recommended the said transaction as it is prudent and in the best interest of the Company and its stakeholders. The Board of Directors at its meeting held on 22nd June 2021, considering the current business environment and due recommendation of Audit committee accorded it's in-principle approval to sell/transfer the Proppant Plant of BML.

As mentioned in Regulation 24 (6) of Listing Regulations, selling, disposing and leasing of assets amounting to more than 20% of the assets of the material subsidiary (on an aggregate basis) during a financial year shall require prior approval of shareholders by way of special resolution. Hence, in compliance with the applicable provisions of Listing Regulation, the foregoing resolutions is being put to vote.

Except Mr. Chetan Shah and Mr. Hemul Shah, Directors and their relatives, none of the other directors or any key managerial personnel or any relative of any of the other directors/key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in the above referred resolutions.

As prescribed under Regulation 23 (7) of Listing Regulations the related parties shall not vote on such resolutions.

The Board recommends the resolution set out at Item No. 1 as a Special Resolution to the shareholders for their approval.

Item No 2:

APPROVAL OF RELATED PARTY TRANSACTIONS:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and approval of the members by way of resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), approval of the members through a resolution is required for all material related party transactions, even if they are in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company. Further, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 5% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval including omnibus approval of the Audit Committee/ Board, wherever required, is obtained.

The Company has existing arrangements with its related parties viz. its Wholly-owned Step down subsidiaries and Associate Companies whose accounts are consolidated with the Company and are placed before the members at every Annual General Meeting for the approval. All such arrangements/transactions are in the ordinary course of business and at arm's length basis.

However, considering the present business opportunities, your Company expects growth in business volumes with certain related parties which may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Resolution.

All the entities mentioned in the below table are 'Related Party' as per definition under the Act and other applicable Regulations. Accordingly, the Audit Committee and Board at their meeting held on 22nd June 2021 recommended to seek the approval of the Members to ratify/approve all existing contracts/arrangements/ agreements/transactions with the below mentioned related parties.

Further, the approval is also sought to enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the below mentioned related parties subject to the limits mentioned in the table below. The Audit Committee/Board thus recommended the below mentioned contracts/ arrangements/ transactions for consideration of the members on such terms and conditions as specified in the table below:

Sr. No.	Name of Related Party	Nature of relationship	Aggregate maximum value of the contract/ arrangement in one or more tranches in any financial year	Nature and material terms of Contract/ arrangement/ transaction
1	Ashapura Perfoclay Limited	Joint Venture	Up to 20% of the consolidated turnover of the Company for the previous financial year	The proposed contracts/arrangements /transactions relate to sale/purchase of goods/services or any

2	Orient Abrasives Limited	Associate Company	Up to 15% of the consolidated turnover of the Company for the previous financial year	other transaction(s) as prescribed under the Companies Act, 2013 and rules framed thereunder and in terms of Listing regulations and the Company's Related Party Transaction Policy and shall be approved/ratified by the Audit Committee and Board within the overall limits approved by the members.
3	Ashapura Holdings UAE FZE	Wholly owned step down subsidiary (Foreign Company)	Up to 20% of the consolidated turnover of the Company for the previous financial year	
5	Ashapura Guinea Resources SARL	Wholly owned step down subsidiary (Foreign Company)	Up to 30% of the consolidated turnover of the Company for the previous financial year	
6	Societe Guineenne Des Mines De Fer	Wholly owned step down subsidiary (Foreign Company)	Up to 30% of the consolidated turnover of the Company for the previous financial year	
7	Ashapura Minex Resources SAU	Wholly owned step down subsidiary (Foreign Company)	Up to 30% of the consolidated turnover of the Company for the previous financial year	

Except Mr. Chetan Shah and Mr. Hemul Shah, Directors and their relatives, none of the other directors or any key managerial personnel or any relative of any of the other directors/key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in the above referred resolutions.

As prescribed under Regulation 23 (7) of Listing Regulations the related parties shall not vote on such resolutions.

The Board recommends the resolution set out at Item No. 2 as an Ordinary resolution to the shareholders for their approval.

By Order of the Board of Directors

Sd/-

Sachin Polke

Company Secretary & VP (Group Affairs)

Place: Mumbai

Date: 22nd June, 2021

Registered Office:

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