

PROCEEDINGS OF THE 39TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ASHAPURA MINECHEM LIMITED HELD ON WEDNESDAY, 30TH DECEMBER, 2020 THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS AT 3.00 P.M.

PRESENT THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS:

Shri. Chetan Shah	Chairman
Shri Hemul Shah	Executive Director & CEO
Shri Harish Motiwalla	Independent Director & Chairman of the Audit Committee
Shri Ashok Kadakia	Independent Director & Chairman of the Stakeholder's Relationship Committee
Shri Abhilash Munsif	Independent Director
Shri Pundarik Sanyal	Independent Director
Smt. Himani Ankur Shah	Non-Executive Director
Smt. Neeta Shah	Independent Woman Director
Shri Sachin Polke	Company Secretary & Compliance Officer
Shri Ashish Desai	Chief Financial Officer (CFO)

Shri Chetan Shah, Chairman occupied the Chair and welcomed the Members at the 39th Annual General Meeting of the Company.

He mentioned that in view of the massive outbreak of the Covid-19 pandemic, social distancing was a norm to be followed, and therefore the Annual General Meeting (AGM) was convened and conducted through Video Conferencing ("VCH)/Other Audio-Visual Means ("OAVMH) pursuant to General Circular numbers 14/2020, 17/2020 and 20/2020, dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/119 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI (hereinafter collectively referred to as 'Circulars')), which allowed the companies to hold AGMs through VC/ OAVM.

Announcing that the requisite quorum being present, he called meeting to the order and commenced the proceedings of the Meeting. Since the meeting was held through VC, the facility for appointment of proxy for the AGM was not provided to the Members. Accordingly, there was no proxy present at the meeting.

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CIN No. L14108MH1982PLC026396

Moving further, the Chairman requested the Members of the Board to introduce themselves and continue their participation through VC. The Chairman informed that he himself was attending the meeting through video conferencing from Registered Office of the Company. Thereafter, all other Board Members introduced themselves stating their respective locations from where they were participating through VC.

He then confirmed the presence of Mr. Ashish Dave, representing M/s. PARK & Co., Statutory Auditors and Mr. Virendra Bhatt, Practicing Company Secretary & appointed Scrutinizer at the AGM through Video Conferencing from their respective locations.

He then requested Shri Sachin Polke, Company Secretary & Compliance Officer, to provide general instructions to the members regarding participation in this meeting.

The Company Secretary apprised that the Annual General Meeting was held through video conference in accordance with the Companies Act 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI. Facility for joining this meeting through video conference or other audio-visual means was made available for the members on a first-come-first-served basis. He then informed that the Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements, were available electronically for inspection by the members during the AGM and that Members seeking to inspect such documents were asked to send their requests to cosec@ashapura.com.

He further informed that the Members were provided with the facility to exercise their right to vote by electronic means, through remote e-voting from 9.00 a.m. on 27th December, 2020 up to 5.00 p.m. on 29th December, 2020 and e-voting at the AGM in accordance with the provisions of the Companies Act, 2013 and SEBI Regulations. Members who joined the meeting through VC and who had not cast their votes through remote e-voting, were provided the option to vote through e-voting facility made available during the AGM. The Company had appointed Mr. Virendra Bhatt, Company Secretary, as Scrutinizer to supervise the e-voting process and to provide combined voting results of remote e-voting and e-voting at the AGM along with the Scrutinizers Report.

Thereafter he mentioned that the Annual Report along with the Notice of AGM had already been circulated through electronic mode to those members, who were holding shares of the Company as on cut-off date i.e. 23rd December 2020 and whose e-mail IDs were registered with the Company/ Depositories.

Then, the Notice convening the 39th Annual General Meeting and Reports forming part of the Annual Report for the Financial Year 2019-2020 were taken as read.

While on the topic, the Members were informed that, there were observations in the report of the Secretarial Auditors which were self-explanatory and management reply or view on the same had been mentioned in the Directors' Report on page no. 23. Moving further, the

Company Secretary read out the agenda items for the benefit of the members online and then requested the Chairman to take forward the proceedings of the meeting and also to address the Members and brief them on the performance and way forward for the Company.

At the outset, Mr. Chetan Shah apprised that the Company had taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the AGM. He acknowledged the presence of all the members, colleagues on the Board, auditors and the management team for joining this meeting through video conference.

He thanked each and every shareholder and stakeholder for their enormous contribution in last few decades and expressed heartfelt gratitude for the continued support and trust shown in the management's capacity to sail through such challenging phase.

He discussed about the Bauxite Royalty issue and acknowledged the fact that the Bauxite Royalty issue had a domino effect leading to a series of incidental problems. Although the company's stand regarding the Bauxite Royalty was eventually supported by the Supreme Court after four years, the other issues mired the company in grave losses and litigation for many years.

He briefed that in support of its vision set out few years ago of being litigation free company, all outstanding claims relating to shipping and forex derivative contracts have now been settled into a fair, long-tenured settlement agreements. As such with this crystallisation of obligations, the management will get enough time to focus on the Company's core business. He then placed some numerical details about the settlement terms. He stated that considering the growing business and its future prospects, the Management is confident on servicing the debt from regular cash flows.

Moving further, the Chairman briefly highlighted the achievements of the Company over the last decade. He informed that in spite of all the odds, the Company has made steady gains within its domain and also expanded its horizons where

- it has doubled its Bentonite production & sales volume;
- increased its Bleaching Clay capacity from 100,000 tons per annum to 250,000 tons per annum, became India's largest Kaolin producer;
- became India's largest Refractory Materials manufacturer after inducting Orient Abrasives Ltd. in our fold;
- pioneered the manufacturing of ceramic proppants in India,
- has remained the only producer of proppants in the country;
- became the only producer of high strength and high resistance ceramic road aggregates; expanded its mineral resource base outside India for diversification & sustainability;
- developed various grades of "Silica Quartz" for construction, glass, ceramic and landfill applications.

In respect of the business operations of the Company in FY 2019-2020, he informed that all business verticals of the Company have demonstrated more than 10% revenue growth and a substantial increase in profits. He stated that the most crucial accomplishment in the year was reinstatement of the shareholding & ownership of Ashapura International Limited, Bombay Minerals Limited, Wholly owned Subsidiaries and Ashapura Perfoclay Limited, Joint Venture Company under Ashapura Group and that will have a substantial impact on the company's consolidated turnover in FY 2020-2021.

He briefed the Members about the consolidated business operations of the Company and future outlook. At this juncture, he briefed about the business operations in the Guinea, West Africa. He informed that Guinea has a potential location advantage being the largest Bauxite resource base in the world. He informed that the Company at Group level has garnered 3 mining concessions for Bauxite and 1 mining concession for Iron Ore. As on date, it has exported 1 million tons of Ore from Guinea since April 2020 and is poised to export at least 4 million tons next year. He further updated the members about ground level activities and the infrastructural development undertaken by the Company in Guinea. He stated that this is a new era for Ashapura where the scale of its overseas output will eventually overshadow its Indian operations in every aspect. As such, Ashapura is all geared-up to become a global mining conglomerate in the decade to come.

While giving his insights on future outlook, he raised his concern over Covid 19 pandemic that has affected every aspect of lives and in turn the economic activity, world over. He hoped to have pandemic free world in 2021 and reposed his confidence that the impact of growth will be fairly promising in FY 2020-2021. He articulated that the Company expects to end the current financial year with higher volumes and value and that would be a step in the right direction to resume the growth trajectory and glory that the company has always deserved.

On a concluding note, he stated that though the journey over the last decade was extremely challenging, it was equally interesting and fruitful. Team Ashapura has worked tirelessly and with utmost dedication during these challenging times. The Company always had our sights on the crack of dawn during this long & testing night. Optimism, positive thinking and effort have helped the Company tide over the difficult period.

The Chairman then invited Speakers to raise their concerns, queries and observations, if any and/or seek clarifications. Shri Shailesh Mahadevia, Smt. Lekha Shah, Shri Sourabh Jain, Shri Aspi Bhesania, Shri Nalin Shah, Shri Hariram Chaudhary, Mr. & Mrs. Beruz, Members of the Company addressed the meeting through VC. Members sought clarifications/information on certain financial aspects; CSR activities undertaken by the Company during this pandemic etc. The Members then specifically congratulated the Chairman to overcome the difficult period. They also assured the Management of the Company of their total and unconditional support.

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The Chairman then responded and clarified on queries raised by the Members to their satisfaction. While on the topic, he updated the Members on the Company's contribution towards the Society at large through various CSR activities undertaken by the Company at Group Level in the areas of health, education, woman empowerment, relief and rehabilitation, social awareness and welfare etc. He also mentioned the donation made to the CM relief fund Covid-19. He also gave his insights on the new mining policy launched by government as requested by one of the member. He once again expressed his sincere appreciation for the Member's understanding and continued support to Company.

Summing up his speech, he recited one famous poem of Nida Fazali....

*"सफ़र में धूप तो होगी जो चल सको तो चलो, सभी हैं भीड़ में तुम भी निकल सको तो चलो
इधर उधर कई मंज़िल हैं चल सको तो चलो, बने बनाये हैं साँचे जो ढल सको तो चलो
किसी के वास्ते राहें कहाँ बदलती हैं, तुम अपने आप को खुद ही बदल सको तो चलो
यहाँ किसी को कोई रास्ता नहीं देता, मुझे गिराके अगर तुम सम्भल सको तो चलो
यही है ज़िन्दगी कुछ ख़्वाब चन्द उम्मीदें, इन्हीं खिलौनों से तुम भी बहल सको तो चलो
हर इक सफ़र को है महफ़ूज रास्तों की तलाश, हिफ़ाज़तों की रिवायत बदल सको तो चलो
कहीं नहीं कोई सूरज, धुआँ धुआँ है फ़िज़ा, खुद अपने आप से बाहर निकल सको तो चलो"*

Moving further, the Company secretary announced for voting to be taken electronically (e-voting). He informed that the result of the e-voting will be announced later on after receipt of the Scrutinizer's Report and that the results of the E-Voting along with the Scrutinizer's Report will be placed on the website of the Company and CDSL and will also be sent to the Stock Exchanges.

The Company Secretary thereafter thanked the shareholders for their active participation in the Annual General Meeting and declared the meeting as closed.

The meeting concluded at 4.45 p.m. After that the e-voting window was kept open for 15 minutes for e-voting enabling the Members to vote if not voted earlier.

The following items of business as per the Notice of 39th AGM were transacted at the meeting:

Ordinary Business:

- Item no. 1 : Adoption of standalone and consolidated financial statements of the company for the year ended 31st March 2020.
- Item no. 2 : Re-appointment of Shri Chetan Shah as Director retiring by rotation.

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Special Business:

- Item no. 3 : Re-appointment and payment of remuneration of Cost Auditors.
- Item no. 4 : Appointment of Smt. Himani Shah, as a Non-Executive Director of the Company
- Item no. 5 : Appointment of Shri. Hemul Shah as an Executive Director and Chief Executive Officer (CEO) of the Company.
- Item no. 6 : Re-appointment of Shri Pundarik Sanyal as a Non-Executive, Independent Director of the Company for a Second Term.
- Item no. 7 : Reclassification of the Authorised Share Capital of the Company.
- Item no. 8 : Appointment of Smt. Neeta Shah as a Non-Executive, Independent Director of the Company.

Place: Mumbai
Date: 31/12/2020

For ASHAPURA MINECHEM LIMITED



SACHIN POLKE
COMPANY SECRETARY
& VP (Group Affairs)

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