

**VALUE BEYOND MINING**



**ANNUAL REPORT**  
2023 - 24



- **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](http://www.ashapura.com)

- **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](mailto:rnt.helpdesk@linkintime.co.in)

- **PLANT LOCATION**

1. Village Paddhar, Taluka - Bhuj, Dist. Kutch, Gujarat.
2. Mamuara, Taluka - Bhuj, Dist. Kutch, Gujarat.
3. KINFRA Apparel Park, Menamkulam, Thiruvananthapuram, Kerala.

- **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**

• <b>Shri Chetan Shah</b> (DIN :- 00018960)	<b>Executive Chairman</b>
• <b>Shri Hemul Shah</b> (DIN: 00058558)	<b>Executive Director &amp; Chief Executive Officer</b>
• <b>Shri Harish Motiwalla</b> (DIN :- 00029835) Chairman – Audit Committee	<b>Non-Executive, Independent Director</b>
• <b>Late Abhilash Munsif</b> (DIN :- 02773542)	<b>Non-Executive, Independent Director</b> (Expired on 1st November, 2023)
• <b>Shri Pundarik Sanyal</b> (DIN :- 01773295)	<b>Non-Executive, Independent Director</b>
• <b>Smt. Neeta Shah</b> (DIN :- 07134947)	<b>Non-Executive, Independent (Woman) Director</b>
• <b>Smt. Himani Shah</b> (DIN: 02467277)	<b>Non-Executive, Non-Independent Director</b>
• <b>Shri Sachin Polke</b>	<b>Company Secretary &amp; President (Corp Affairs)</b>
• <b>Shri Ashish Desai</b>	<b>Group Chief Financial Officer</b>
• <b>M/s. PARK &amp; Company</b>	<b>Statutory Auditors</b>
• <b>Bank of Baroda &amp; Bank of India</b>	<b>Bankers</b>

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## NOTICE

NOTICE is hereby given that the 43<sup>rd</sup> Annual General Meeting of the Members of **ASHAPURA MINECHEM LIMITED** will be held on **30<sup>th</sup> September, 2024 at 3.00 p. m. at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchant's Chamber, Mumbai-400020** to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the Financial Year ended 31<sup>st</sup> March, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint a director in place of Shri. Hemul Shah (DIN-00058558) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded to ratify the remuneration of Rs. 1,62,565/- (Rupees One Lakh Sixty Two Thousand Five Hundred Sixty Five only) per annum plus Goods and Service Tax (GST), to be paid to M/s. Priyank Vyas & Associates, Cost & Management Accountants, the Cost Auditor appointed by the Board of Directors on the recommendation of the Audit Committee, to conduct audit of the cost accounting records relating to the Company's Products for the Financial Year 2024-2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors**

**SD/-  
SACHIN POLKE  
COMPANY SECRETARY &  
PRESIDENT (CORPORATE AFFAIRS)**

Mumbai, 13<sup>th</sup> August, 2024

### NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No 3 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10 percent of paid-up share capital of the Company. However, a member holding more than 10 percent of the total share capital of the Company may appoint a single person as proxy provided that such person shall not act as proxy for any other person or member. A Proxy Form is annexed to this notice.
3. If a Proxy is appointed for more than fifty(50) Members, he/she shall choose any fifty(50) Members and confirm the same to the Company before the commencement of period specified for inspection of proxy lodged. In case the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
4. The form of proxy to be effective shall be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
5. An instrument of Proxy duly filled, stamped, and signed is valid only for this Annual General Meeting including any adjournment thereof.
6. Corporate/ Institutional Shareholders are entitled to appoint authorized representatives to attend the AGM on their behalf and cast votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board Resolution / Authorization letter to the Scrutinizer by email through its registered email address to [bhattivirendra1945@yahoo.co.in](mailto:bhattivirendra1945@yahoo.co.in) with a copy marked to [cosec@ashapura.com](mailto:cosec@ashapura.com), authorizing its representative(s) to attend and vote on their behalf at the Meeting, pursuant to Section 113 of the Act.

7. Members/Proxies/Representatives are requested to bring the attendance slip, annexed herewith, for attending the meeting, duly completed, and signed mentioning therein details of their DP ID and Client ID/ Folio No.
8. In case of joint holders attending the Meeting, only such a joint holder whose name appears as the first holder in the Register of Members will be entitled to vote at the Meeting.
9. Pursuant to Section 91, Company's Transfer Books will remain closed from 24<sup>th</sup> September, 2024 (Tuesday) to 30<sup>th</sup> September, 2024 (Monday) (Both days inclusive).
10. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details pursuant to SEBI Circular bearing reference nos. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 & SEBI/HO/MIRSD/MIRSD-PoD- 1 / P/ CIR/ 2023 / 37 dated March 16, 2023 (now rescinded due to issuance of Master Circular dated May 17, 2023) and SEBI directive vide e-mail to RTA on 17.01.2024 in Form ISR-1. The Form ISR-1 is also available on the website of the Company. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
11. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, SEBI has mandated all the listed companies to record the PAN, Nomination, KYC data and Bank Account details of first holder. Accordingly, Members are requested to update their Nomination and KYC details on RTA's Website viz. [www.linkintime.co.in](http://www.linkintime.co.in).

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.

12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB /P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
13. As per the provisions of Section 72 of the Companies Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.ashapura.com](http://www.ashapura.com). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company/RTA in case the shares are held in physical form.
14. SEBI introduced Online Dispute Resolution Mechanism ("ODR Mechanism") through various circulars including its updated Master Circular no. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated December 28, 2023 i.e. "Master Circular for Online Dispute Resolution". The said Master Circular and the process note are available on the website of the Company. As per the said circulars, investors shall first take up their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the investor may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal at [www.scores.gov.in](http://www.scores.gov.in), in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the Company was not satisfactorily resolved in accordance with and subject to the relevant SEBI circulars. It must be noted that the dispute resolution through the ODR portal can be initiated only if such complaint / dispute is not pending before any arbitral process, court, tribunal or consumer forum or if the same is non-arbitrable under Indian Law. There shall be no fees for registration of a complaint/dispute on the ODR portal, and the fees for conciliation or arbitration process including applicable GST, stamp duty etc. shall be borne by the Investor/Company/other market participant as the case may be.
15. 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.
16. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not en-cashed/ claimed by the Members of the Company, within a period of 7 (Seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company.
17. 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](http://www.ashapura.com).

18. The Notice of the Meeting along with the Annual Report 2023-2024 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.
19. Rule 3 of Companies (Management and Administration) Rules, 2014 (as amended) prescribes that Register of Members should include details pertaining to e-mail, PAN/CIN, UID, Occupation, Status and Nationality. We request all the Members of the Company to update the said details with their respective depository participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding for receiving all the communications including Annual Reports, Notices, etc. in electronic mode.
20. In this Notice and Annexure(s) thereto the terms "Shareholders" and "Members" are used interchangeably.
21. Queries on accounts and operations of the Company, if any, may please be sent to the Company at [cossec@ashapura.com](mailto:cossec@ashapura.com), at least three days in advance of the Meeting so that the answers may be made available at the Meeting.
22. The route map of the venue of the Meeting in terms of requirement of Secretarial Standards on General Meetings forms part of this Annual Report.
23. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection by the members during the AGM, basis the request being sent on [cossec@ashapura.com](mailto:cossec@ashapura.com).
24. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM, basis the request being sent on [cossec@ashapura.com](mailto:cossec@ashapura.com).
25. 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 two working 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.
26. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.ashapura.com](http://www.ashapura.com) and on the website of CDSL [www.evotingindia.com](http://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 BSE Limited & the National Stock Exchange of India Limited.

#### **E-Voting Facility:**

27. 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 from time to time 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 43<sup>rd</sup> 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).
28. 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.
29. 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.
30. 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. 23<sup>rd</sup> September, 2024 (Monday).
31. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2024, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [cossec@ashapura.com](mailto:cossec@ashapura.com).
32. 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.
33. 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.
34. 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.

## 35. INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- i) The voting period begins on 25<sup>th</sup> September, 2024 (Wednesday) at 9.00 a.m. and end on 29<sup>th</sup> September, 2024 (Sunday) 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 23<sup>rd</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) 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.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv) 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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) 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 users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>





Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**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 mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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 Physical shareholders and other than individual shareholders holding shares in Demat.
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 <b>OR</b> 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.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) 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.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x) 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.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) 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.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 abovementioned email addresses, 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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

**By Order of the Board of Directors**

**SD/-  
SACHIN POLKE  
COMPANY SECRETARY &  
PRESIDENT (CORPORATE AFFAIRS)**

**Mumbai, 13<sup>th</sup> August, 2024**

**Registered Office:**  
Jeevan Udyog Building,  
3<sup>rd</sup> Floor, 278,  
Dr. D. N. Road, Fort,  
Mumbai – 400 001  
CIN: L14108MH1982PLC026396



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

### Item No. 3.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to conduct an audit of the cost records of Company for the Financial Year 2024-2025 and the remuneration payable to him has to be ratified/approved by the members of the Company.

Accordingly, as recommended by the Audit Committee, the Board has appointed Priyank Vyas & Associates, Cost & Management Accountants, as the Cost Auditor of the Company, for the Financial Year 2024-2025 on a remuneration of Rs. 1,62,565/- (Rupees One Lakh Sixty Two Thousand Five Hundred Sixty Five only) per annum plus Goods and Service Tax (GST), for conducting the cost audit. The remuneration fixed for the Cost Auditor is required to be ratified by the Members, as provided under Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditor.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item No. 3 for the approval of members to be passed as an Ordinary Resolution.

By Order of the Board of Directors

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

Mumbai, 13<sup>th</sup> August, 2024

**Registered Office:**  
Jeevan Udyog Building,  
3<sup>rd</sup> Floor, 278,  
Dr. D. N. Road, Fort,  
Mumbai – 400 001  
CIN: L14108MH1982PLC026396

E & OE regretted

### '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)

<b>Name of Director</b>	<b>Shri Hemul Shah</b>
<b>Date of Birth</b>	04/01/1961
<b>Qualification</b>	Commerce Graduate
<b>Brief Profile &amp; Expertise in specific functional areas</b>	He has been associated with the Ashapura Group at different levels for more than 3 decades. He has strong business acumen, strategic intelligence, execution abilities and also has rich experience in Planning, Operational and General Management.
<b>Directorship in other Public Companies</b>	1. Orient Ceratech Limited (OCL) (Formerly known as Orient Abrasives Limited) 2. Ashapura Claytech Limited (ACL) 3. Ashapura International Limited (AIL) 4. Prashansha Ceramics Limited (PCL) 5. Bombay Minerals Limited (BML) 6. Ashapura Industrial Finance Limited (AIFL) 7. Ashapura Aluminium Limited (AAL)
<b>Chairmanship / Membership of the Committees of the Board*</b>	Chairmanship SRC - OCL, ACM- BML, ACM – AIL ACM-AIFL Membership SRC - AML ACM - OCL ACM - AML
<b>No. of shares held in the Company as on 31.03.2024</b>	1,007 Equity Shares

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

## DIRECTORS' REPORT

To  
The Members,

Your Directors' are pleased to present the 43rd Annual Report of the Company together with the Audited Financial Statements (Standalone & Consolidated) for the year ended 31st March, 2024.

### 1. FINANCIAL RESULTS AND PERFORMANCE:

The Audited Financial Statements of your Company as on 31st March, 2024, are prepared in accordance with the relevant applicable Indian Accounting Standards ("Ind AS") and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The summarized financial highlight is depicted below:

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	2023-2024	2022-2023	2023-2024	2022-2023
<b>Net Sales / Income from Operations</b>	<b>33,314.41</b>	22,269.17	<b>265,380.61</b>	183,084.84
Less: Total Expenditure	<b>25,976.70</b>	25,314.58	<b>247,736.91</b>	172,260.24
<b>Profit/(Loss) from Operations before Dep., Other Income and Exceptional Items</b>	<b>7,337.71</b>	(3,045.41)	<b>17,643.67</b>	10,824.60
Less: Depreciation	<b>1,026.05</b>	1,538.35	<b>7,862.63</b>	7,256.36
<b>Profit/(Loss) from Operations before Other Income and Exceptional Items</b>	<b>6,311.66</b>	(4,583.76)	<b>9,781.07</b>	3568.24
Add: Other Income	<b>1,338.29</b>	4,001.41	<b>6,181.85</b>	8,612.37
<b>Profit/(Loss) before Exceptional Items, share of net profit of investments accounted for using the equity method and Tax</b>	<b>7,649.95</b>	(582.35)	<b>15,962.92</b>	12,180.61
Share of net profit of Joint Ventures & associates accounted for using the equity method	-	-	<b>5,061.07</b>	1,765.61
<b>Profit/(Loss) before exceptional items</b>	<b>7,649.95</b>	(582.35)	<b>21,023.99</b>	13,946.22
Add: Exceptional Items	<b>7,454.84</b>	-	<b>9,843.44</b>	-
<b>Profit/(Loss) before tax</b>	<b>15,104.79</b>	(582.35)	<b>30,867.43</b>	13,946.22
Tax Expenses				
Current Tax	-	-	<b>3,805.35</b>	2,385.53
Earlier Year's Tax	-	118.77	<b>94.72</b>	578.02
Deferred Tax	<b>(1,540.69)</b>	-	<b>(1202.54)</b>	9.32
<b>Profit/(Loss) after tax</b>	<b>16,645.48</b>	(701.12)	<b>28,169.90</b>	10,973.35
Profit attributable to non-controlling interest	-	-	<b>(530.43)</b>	(727.29)
<b>Profit/(Loss) for the year</b>	<b>16,645.48</b>	(701.12)	<b>28,169.90</b>	10,973.35

#### a) Performance of the company & Future Outlook:

At Standalone level, the Income from Operations and other income stood at Rs.34,653 lakhs while total expenses amounted to Rs. 27,003 lakhs which resulted into Net Profit of Rs. 16,645 lakhs.

At Consolidated level, the Income from Operations and other income stood at Rs. 2,71,562 Lakhs while total expenses stood at Rs. 2,55,600 Lakhs which resulted into a Consolidated Net profit of Rs. 28,170 Lakhs. As compared to FY 2022-23, the Company's Consolidated revenues in FY 2023-24 increased by 41.66%, while profit after tax rose by 156.72%.

In FY 2023-24, your Company has successfully scaled up its Bauxite sales from Guinea by overcoming challenges such as an explosion at the country's main tanker terminal and streamlining of new norms by the Government of Guinea for exports. All other business segments including Bentonite, Kaolin and Bleaching Clay have performed well, contributing to higher revenues and profits for FY 2023-24.

During the financial year, Ashapura Holdings (UAE) FZE (a step-down subsidiary) concluded & signed 2 contracts for the supply of Bauxite from Guinea and Ashapura Guinea Resources SARL (a step-down subsidiary) concluded & signed a contract for the supply of Iron Ore from Guinea. These contracts offer the opportunity to set-aside a part of its production from Guinea towards stable long-term commitments. Your Company has completed the construction of its new port in Boffa in Guinea and expects to significantly boost its bauxite export volumes in FY 2024-25. With an existing facility in Guinea, the Company is well positioned to capitalize on the emerging opportunities globally.

Your Company anticipates growth in its bauxite and bentonite sectors, with strong demand from China serving as a positive indicator. Additionally, the rising demand for aluminum, particularly driven by the EV industry, is favorable for bauxite miners, given its critical role in aluminum production. Company is also considering an expansion of its Kaolin, Silica & Quartz businesses via technical and financial tie-ups with reputed European majors. It is evaluating the expansion of its resource base beyond the State of Gujarat in India, primarily in ceramic raw materials.





## 2. SIGNIFICANT EVENTS DURING THE FY 2023-24 AND TILL THE DATE OF REPORT:

### A) ALLOTMENT OF EQUITY SHARES UPON CONVERSION OF WARRANTS TO MANAN SHAH & M/S ASHAPURA INDUSTRIAL FINANCE LIMITED:

The Company had issued warrants to M/s Ashapura Industrial Finance Limited and Shri Manan Shah, Promoter Group Members, on preferential basis. Accordingly, the Special Resolution was passed through Postal Ballot on 1<sup>st</sup> February, 2023. The said warrants were issued with an option to convert it into equity. M/s Ashapura Industrial Finance Limited and Shri Manan Shah had applied for the conversion of its warrants into equity shares. Consequently, the Board of Directors in its meeting held on 13<sup>th</sup> August, 2024 approved the allotment of 40,40,000 shares of Rs. 2/- each at an issue price of Rs. 95.96/- per share to M/s Ashapura Industrial Finance Limited and Shri Manan Shah.

Pursuant to such allotment of equity shares, the paid-up share capital of the Company had increased to Rs.19,10,52,196/- comprising of 9,55,26,098 equity shares of Rs. 2/- each. Also subsequent to that allotment, the shareholding of the promoter and promoter group was increased to 47.70% of the enhanced paid-up share capital of the company.

### B) APPROVAL OF 100% SUBSCRIPTION TO INCORPORATE A WHOLLY OWNED SUBSIDIARY OF THE COMPANY:

The Board of Directors of the Company at their Meeting held on 13<sup>th</sup> August 2024 approved 100% subscription to incorporate a Wholly owned Subsidiary of the Company namely "AQ Minerals Private Limited" subject to the approval of ROC-Mumbai. The incorporation of the said wholly owned subsidiary will leverage the growth opportunities in the mining industry and will help the Company in becoming more agile.

### C) ONE TIME SETTLEMENT (OTS) ENTERED BY THE COMPANY WITH GLOBAL VALUE INVESTMENTS PTE LTD.:

The Contracts of Affreightment ('COA') were entered into by the Company with certain Shipping Companies including Armada Singapore Pte Ltd. (Armada). Pursuant to disputes regarding the termination of COAs, the abovesaid shipping companies, obtained favorable foreign arbitration awards, which were subsequently declared enforceable by the Hon'ble Bombay High Court.

Armada had filed an execution application in Hon'ble Bombay High Court for recovery of its claims granted by the arbitration awards dated 16<sup>th</sup> February, 2010. Later, Armada had assigned its awards to Global Value Investments Pte Ltd (Singapore) (GVI). The Bombay High Court had then allowed substitution of GVI in place of Armada in the above execution proceedings. The Company thereafter settled with GVI and accordingly executed a settlement agreement on 27<sup>th</sup> February, 2020. The Hon'ble Bombay High Court took Consent Terms on record and allowed various Execution Applications/Commercial Execution Applications to be withdrawn filed by Armada (later substituted by Global Value Investments Pte. Ltd.).

On 12<sup>th</sup> February, 2024, the Company entered into a One Time Settlement ('OTS') with Global Value Investments Pte Ltd. ('GVI') in Dubai. As a part of the settlement agreement, the Company agreed to pay/settle a liability of Rs. 165.77 crores by paying Rs. 110 crores, leading to an extraordinary gain (net) of Rs. 56.72 crores on account of the discount negotiated with GVI.

### D) ACQUISITION OF ENTIRE SHARE CAPITAL OF AEON PROCARE PRIVATE LIMITED ("AEON"), BY ASHAPURA INTERNATIONAL LIMITED ("AIL"), THE WHOLLY OWNED SUBSIDIARY OF THE COMPANY:

Ashapura International Limited, Wholly Owned Subsidiary of the Company, acquired 50,35,000 (Fifty Lakh Thirty-Five Thousand) fully paid-up equity shares of Rs. 10/- each, representing the entire share capital of M/s. Aeon Procure Private Limited (Aeon). Aeon was a wholly owned subsidiary of Ashok Alco-Chem Limited, (Now Known as Aeonx Digital Technology Limited), Group Company. As a result of this acquisition, Aeon became a Step-Down Subsidiary of the Company w.e.f. 1<sup>st</sup> January, 2024.

### E) ORDER IN THE MATTER OF M/S CARGILL INTERNATIONAL TRADING PTE LIMITED

M/s Cargill International Trading PTE Limited (Cargill) filed a Petition for the enforcement of the Foreign Arbitration Award amounting to Rupees Forty-Nine Crore Seventy-One Lakh (approx.) dated 28<sup>th</sup> May, 2010 in SIAC Arbitration No.014/2009 in the arbitration proceedings conducted at Singapore by a learned Arbitrator with the Singapore International Arbitration Centre (SIAC) against the Company. The High Court of Karnataka at Bengaluru vide its order dated 19<sup>th</sup> December, 2023 rejected the Company's objections to the enforcement of the Foreign Award under Sections 48[1][b], 48[1][c] and 48[2] of the Arbitration and Conciliation Act, 1996 in the matter of Cargill.

Company then filed a Special Leave Petition (SLP(C) No. 005143 - 005144 / 2024) before the Hon'ble Supreme Court, challenging the Karnataka High Court's order dated 19<sup>th</sup> December, 2023. Vide an order dated 15<sup>th</sup> March, 2024, the Hon'ble Supreme court directed to issue notice to Cargill subject to Company's depositing an amount of Rs.15 crores within a period of four weeks. Accordingly, the Company has complied with the said order of the Hon'ble Supreme court and now, the matter is pending for hearing. Also, on 16<sup>th</sup> July, 2024, the Hon'ble Supreme court passed an order that the proceedings before the Executing Court [High Court of Karnataka] under A.PEFA No. 2/2020 may continue but final order shall not be passed till disposal of the said Special Leave Petition.

### F. ORDER OF OFFICE OF THE COMMISSIONER OF CGST AND CEX (APPEALS – I), MUMBAI:

The Office of the Commissioner of CGST and CEX (Appeals – I), Mumbai, vide its Order No. GAPPL/COM/ST/D/152/2023-24/4570 dated 31<sup>st</sup> October, 2023, set aside Order-in-Original bearing no. 64/ADC/MUM-SOUTH/RG/2022-23 dated 27<sup>th</sup> February, 2023 passed by the Addl. Commissioner, CGST & CEX, Mumbai South Commissionerate.

The Authorities demanded vide this order Service Tax of Rs. 1,06,30,584/- (Rupees One Crore Six Lakhs Thirty Thousand Five Hundred Eighty-Four) for the period from 01<sup>st</sup> October, 2014 to 30<sup>th</sup> June, 2017 along with interest under Section 75 and Penalty under Section 77 & 78 of the Finance Act, 1994.

The Company has preferred an appeal and expects to get relief from Appellate Authority.

## G. DEMISE OF SHRI ABHILASH MUNSIF, INDEPENDENT DIRECTOR OF THE COMPANY:

During the year under review, Shri Abhilash Munsif (DIN: 02773542), Non-Executive, Independent Director of the Company expired after a brief illness on Wednesday, 1<sup>st</sup> November, 2023 at the age of 81 years.

The Board of Directors and the Management of the Company express their deep sympathy, sorrow and condolences to his family and extend their heartfelt appreciation for Shri Abhilash Munsif's valuable contributions during his tenure as an Independent Director of the company.

## 3. DIVIDEND:

To Conserve the resources & to meet the company's future growth plans, your Director's do not recommend any dividend for the FY 2023-24.

The Company has its Dividend Distribution Policy which has been approved by the Board of Directors. The said policy is uploaded on the website of the Company at <https://www.ashapura.com/investor-corner.php>.

## 4. TRANSFER TO RESERVES:

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

## 5. IEPF:

Pursuant to the applicable provisions of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, Dividends that are unpaid/unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund administered by the Central Government. In this regard, there are no amounts which are required to be transferred to the Investor Education and Protection Fund by your Company, in accordance with the above provisions.

## 6. SHARE CAPITAL:

The paid-up Equity Share Capital as on 31st March, 2024 was Rs. 1,829.72 lakhs.

Further, the Company did not grant stock options or sweat equity shares to employees. The details of the shareholding of the Directors as on 31st March, 2024 are as mentioned below:

Name	No. of Shares	% of Holdings
Shri Chetan N. Shah	13,593,814	14.86
Smt. Himani Shah	142,980	0.16
Shri Harish Motiwalla	500	0.0005
Shri Hemul Shah	1007	0.0011

## 7. 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.

## 8. DIRECTORS & KEY MANAGERIAL PERSONNEL:

The composition of the Board of Directors of the Company as on 31st March 2024 is as below.

Sr. No.	Name of Director	Designation	DIN
1	Shri Chetan Shah	Executive Chairman	00018960
2	Shri Hemul Shah	Executive Director & CEO	00058558
3	Smt. Himani Shah	Non-Executive Director	02467277
4	Shri Harish Motiwalla	Non-Executive, Independent Director	00029835
5	Shri Pundarik Sanyal	Non-Executive, Independent Director	01773295
6	Smt. Neeta Shah	Non-Executive, Independent Director	07134947

### a) Retirement by Rotation:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of your Company, Mr. Hemul Shah (DIN-00058558), 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 and Listing Regulations are provided in the Notice convening the ensuing Annual General Meeting wherever required.



**b) 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). The same shall be available for inspection upon request by Shareholders.
- The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

**c) Board's opinion regarding Integrity, Expertise and Experience (including the proficiency) of the Independent Directors appointed during the year:**

The Board is of the opinion that the Independent Directors appointed during the year under review are person(s) of integrity and possess core skills/ expertise/competencies (including the proficiency) as identified by the Board of Directors as required in the context of Company's business(es) and sector(s) for the Company to function effectively.

**d) Appointment of Key Managerial Personnel (KMP):**

- From the date of appointment of Shri Chetan Shah as an Executive Chairman w.e.f. 24<sup>th</sup> October, 2019, he is forthwith considered as a Key Managerial Personnel (KMP) of the Company.
- From the date of appointment of Shri Hemul Shah as an Executive Director & CEO w.e.f. 16<sup>th</sup> February, 2020, he is forthwith considered as a KMP of the Company.
- In accordance with the provisions of Sections 2(51) and 203 of the Companies Act, 2013, Shri Ashish Desai as Group CFO and Shri Sachin Polke, Company Secretary & President (Corporate Affairs), are recognized as the KMP of the Company.
- In addition, the following Executive(s) 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:

Shri Sandeep Deshpande – Group Head Human Resource Administration.

**9. DISCLOSURES RELATING TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:**

**a) Business Performance & overview of principal Subsidiaries & Joint Venture Companies:**

**Ashapura International Limited (AIL):**

The Company's revenue increased by 23% from Rs. 50,832 lakhs in FY 2022-23 to Rs. 62,539 lakhs in FY 2023-24 and that the Profit After Tax increased by 86% from Rs. 3,742 lakhs in FY 2022-23 to Rs. 6970 lakhs in FY 2023-24. This is the highest ever revenue and profits recorded by the company in its history.

**Bombay Minerals Limited (BML):**

The Company's revenue in FY 2023-24 stood at Rs. 7245 lakhs and those total expenses stood at Rs. 6809 lakhs which resulted in the Profit After Tax of Rs. 281 Lakhs.

**Ashapura Perfoclay Ltd. (APL):**

The Company's revenue in FY 2023-24 stood at Rs. 36,714 Lakhs while total expenses stood at Rs. 30,235 lakhs which resulted into Net Profit After Tax (PAT) of Rs. 4,778 lakhs as against Rs. 2,903 lakhs in the previous FY 2022-2023. Company's sales were up by 2% by volume and 1% by value. However, the reduced freight, softness in raw material prices, and the carry-over of the price revision in the previous year helped the company to improve its PAT levels.

The outlook for the next year is positive due to the increased customer base, expanding geographies, new products and efforts at the plant to maintain the costs by optimizing the process and improving efficiencies.

**Other Overseas Subsidiaries:**

The details regarding other subsidiaries including overseas subsidiaries and joint ventures of the Company have been provided in the AOC 1 attached to this Annual Report of FY 2023-24.

**b) Companies which have become and ceased to be subsidiary, associate and/or joint venture:**

During the year under review, Aeon Procure Private Limited became step-down subsidiary of the Company through Ashapura International Limited, Wholly owned subsidiary of the Company that acquired entire share capital of Aeon Procure Private Limited, a Group Company of the Company.

## c) 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](http://www.ashapura.com/investor-corner.php)

## 10. 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.

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](http://www.ashapura.com/investor-corner.php).

## 11. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31st MARCH, 2024 AND 13TH AUGUST 2024 (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.

## 12. 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.

## 13. MEETINGS OF THE BOARD:

The Board of the Company comprised of six Directors as on 31st March, 2024. During the year, 5 meetings of the Board of Directors were held. The details of meetings held and attended by each Director are detailed in the Corporate Governance Report, which forms part of this Annual Report.

The maximum time gap between two Board meetings was not more than one hundred and twenty days.

## 14. COMMITTEES:

The composition of committees constituted by Board along with changes, if any, forms part of the Corporate Governance Report, which forms part of this Annual report.

## 15. 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 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 profit 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.

## 16. 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.





Considering the provisions to section 136 of the Companies Act, 2013, the Annual Report, excluding the statement required to be given under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is being sent to the shareholders of the Company and others entitled thereto. The aforesaid statement is available for inspection of members at the Registered office the Company during working hours upto the date of Annual General Meeting and shall be made available to any shareholders on request. Members seeking to inspect such documents can send an email to [cosec@ashapura.com](mailto:cosec@ashapura.com).

#### **17. 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).

#### **18. 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](http://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 the 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's decisions etc.

Further, the performance of Chairman & Executive Director was 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 20<sup>th</sup> March, 2024 and discussed, inter-alia, the performance of the Non-Independent Directors of the Company and the Board as a whole.

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](http://www.ashapura.com/investor-corner.php). The Composition of the CSR Committee is given in the Report on Corporate Governance.

The Company does not satisfy any of the conditions laid down under Section 135(1) of the Companies Act, 2013 during F.Y.2022-23 (being the immediately preceding F.Y), consequently, it was not mandatory for the Company to spend on CSR for F.Y.2023-24. However, the Company at Group Level has undertaken various CSR programs. Further, a detailed report is attached as "Annexure-D" to this Report.

**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 behaviour, 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/investorcorner.php](http://www.ashapura.com/investorcorner.php). During the year under review, no complaint has been received under the Whistle Blower Policy (Vigil Mechanism).

**e) Risk Management Policy:**

A well-defined risk-management framework is integral to our business strategy. Company has an independent and dedicated Risk Management Committee to identify, manage and mitigate business risks. The team has a risk Management policy and processes for risk evaluation and measurement, whereas business units focus on developing and implementing mitigation measures, while taking controlled risks. Specific risk approaches are in place for financial and non-financial businesses. Risk management, internal controls and assurance processes are embedded into all activities of the Company.

The board in its meeting held on 12<sup>th</sup> August 2021 has duly constituted the Risk Management Committee and approved the below-mentioned policy.

The abovementioned Policy is available on the website of the Company viz. [www.ashapura.com/investorcorner.php](http://www.ashapura.com/investorcorner.php)

**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 regard, 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](http://www.ashapura.com/investor-corner.php).

**g) Related Party Transactions Policy:**

Pursuant to the applicable provisions of the Companies Act, 2013 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](http://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 and 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.

The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions is available on the Company's website.

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, the disclosure of Material Related Party Transactions, as required under Companies Act, 2013 in Form AOC-2 has been attached as "Annexure E" to this Report.

The details of related party transaction are disclosed in the notes to Financial Statements. (Note No. 40)

## 19. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Refer Report on Corporate Governance para on Familiarisation Programme.

## 20. 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.



## 21. 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 Annual General Meeting to be held in the year 2027. 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, 2024 on the financial statements (standalone & consolidated) of the Company forms part of this Annual Report.

The Notes to the financial statements referred in the Auditors' Report are self-explanatory. There are no qualifications or reservations or adverse remarks given by Statutory Auditors of the Company and therefore do not call for any comments under Section 134 of the Act.

### B. Cost Auditors:

Pursuant to the provisions of Section 148 of the Companies Act, 2013, M/s Priyank Vyas and Associates, 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 2024-25 at the remuneration of Rs. 1,62,565/- per annum plus Goods and Service Tax (GST).

Your Company has received consent from M/s Priyank Vyas and Associates, to act as the Cost Auditors of your Company for the Financial Year 2024-25 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 Company has maintained the cost accounts and records in accordance with Section 148 of the Companies Act, 2013 and Rules framed thereunder. The Cost Audit Report for the Financial Year 2022-23 was filed with the Ministry of Corporate Affairs on 12-09-2023.

### C. 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 Bhatt, Company Secretary in Practice to undertake the Secretarial Audit of the Company for the Financial Year ended 31st March, 2024.

The Secretarial Audit Report in Form No.: MR – 3 for the Financial Year ended 31st March, 2024 is annexed with this report as "Annexure - B".

There are no qualifications or reservations or adverse remarks given by Secretarial Auditors of the Company and therefore do not call for any comments under Section 134 of the Act.

## 22. FRAUDS REPORTED BY AUDITOR:

During the year under review, no instance of fraud in the Company was reported by the Auditors.

## 23. 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 continues to improve the present internal control systems by implementation of appropriate policy and processes evaluated based on the recommendation of Internal Auditors.

The Company had appointed M/s. Atul HVM & Associates LLP, Chartered Accountants as its Internal Auditors for Financial Year 2023-24 which carried 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.

## 24. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on:

1. Meetings of the Board of Directors
2. General Meetings
3. Reports of the Board of Directors

## **25. 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.

## **26. EXTRACT OF ANNUAL RETURN:**

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](http://www.ashapura.com/investor-corner.php)

## **27. 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.

## **28. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:**

The Business Responsibility and Sustainability Report for the year ended 31st March, 2024 as stipulated under Regulation 34 of the SEBI Listing Regulations is set out separately which forms part of this Report.

## **29. NO APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR UNDER REVIEW.**

## **30. THERE WERE NO ONE-TIME SETTLEMENTS WITH BANKS OR FINANCIAL INSTITUTIONS DURING THE YEAR UNDER REVIEW.**

## **31. 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)**

**Sd/-  
HEMUL SHAH  
EXECUTIVE DIRECTOR & CEO  
(DIN: 00058558)**

**Place : Mumbai**

**Date : 13<sup>th</sup> August 2024**

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 2023-2024**

a) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Chairman	: 29.52 times
Whole-time Director & CEO	: 21.66 times

**NOTE:**

- i) "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one
- ii) If there is an even number of observations, the median shall be the average of the two middle values
- 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 : **5.85%**
- c) the percentage increase in the median remuneration of employees in the financial year: **26.02 %**
- d) the number of permanent employees on the rolls of company; 330 (**Previous year 439**)
- 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	: -2.78%
Increase in salary for Managerial person	: 6.28%
Increase in salary for other than Managerial person	: -4.17%

**NOTE:**

- i. The Managerial Personnel include the other Whole Time Key Managerial Personnel recognized by the Board of Directors of the Company.
- ii. Overall increased in salary of -2.78% as on 31.03.2024 Manpower increased to 330 versus last Year 439 (31.03.2023).
- 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.

Considering the provision of Section 136 of the Companies Act, 2013, the Annual Report, excluding the remuneration paid to top ten employee is being sent to shareholders of the company. The said details of remuneration paid to top ten employees is available for inspection of members at the registered office of the company during working hours up to the date of Annual General Meeting and shall be made available to any shareholder on request.

**For ASHAPURA MINECHEM LIMITED**

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

Sd/-  
**HEMUL SHAH**  
EXECUTIVE DIRECTOR & CEO  
(DIN: 00058558)

Place : Mumbai

Date : 13<sup>th</sup> August 2024

E. & O.E. are regretted

Form No.: MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[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 the Ashapura Minechem Limited (hereinafter called "the Company"). The 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 ('the ROC'), soft copy of the various records sent over mail as provided by the Company and other relevant records maintained by the Company and also the information provided by the Company, its Officers and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 ("audit period"), 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 ROC and other relevant records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 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;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment - applicable only to the extent of Foreign Direct Investments and Overseas Direct Investment;
- (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;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

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 31<sup>st</sup> March, 2024:-

- (a) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (e) 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;
- (vi) I further report that, based on the Compliance Report of various Laws submitted by Department Heads of the Company, I am of the opinion that the Company has prima facie proper system to comply with the applicable laws.
- (vii) I have also examined compliance with the applicable clauses of the following and I am of the opinion that the Company has prima facie complied with the applicable provisions:
  - (a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.
  - (b) The Listing agreements entered into by the Company with the Stock Exchanges read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the audit period, I am of the opinion that the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned.



I further report that:-

1. I have not examined the Financial Statements, Financial books, related financial Acts and Related Party Transactions etc., For these matters, I rely on the report of statutory auditors for Financial Statement for the financial year ended 31<sup>st</sup> March, 2024.
2. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were prima facie carried out in compliance with the provisions of the Act.
3. As per the information provided, the company has prima facie given adequate notice to all directors to schedule the Board Meetings, agenda and 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.
4. I was informed and I observed from the minutes of the Board and Committee Meetings that all the decisions at the Meetings were prima facie carried out unanimously.
5. There are prima facie adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines subject to observations and qualifications, if any made by the Statutory Auditors in their report.
6. The management is responsible for compliances of all statutory laws as applicable. This also includes maintenance of statutory registers/files required by the concerned authorities and internal control of the concerned department.
7. I further report that during the audit period, no specific events / actions which have a major bearing on the Company's affairs have taken place, in pursuance of the above referred laws, rules, regulations and standards except for the following:
  - i. The Company has approved the sell, transfer and disposal of its manufacturing facilities- Chamotte Plant to M/s. Orient Abrasives Limited (an Associate Company) vide Postal Ballot dated 25<sup>th</sup> May, 2023.
  - ii. The High Court of Karnataka at Bengaluru vide its Order No. APEFA NO. 2/2020 dated 19<sup>th</sup> December, 2023, rejected the Company's objections to the enforcement of the Foreign Award under Sections 48[1][b], 48[1][c] and 48[2] of the Arbitration and Conciliation Act, 1996, in the matter of M/s Cargill International Trading PTE Limited. The matter is still pending for further orders on enforcement.
8. I further report that during the audit period, there were no instances of:
  - i. Public/ Rights / debentures / sweat equity etc.;
  - ii. Issue of equity shares under Employee Stock Option Scheme;
  - iii. Redemption / Buy- back of securities;
  - iv. Merger / Amalgamation / Reconstruction etc.;
  - v. Foreign Technical Collaborations.

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. I have not verified the correctness and appropriateness of financial records and Books of Accounts of Company.
5. 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.
6. 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.
7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

**Date: 13<sup>th</sup> August, 2024**  
**Place: Mumbai**

**Virendra G. Bhatt**  
**Practicing Company Secretary**  
**ACS No.: 1157 / COP No.: 124**  
**Peer Review Cert. No.: 1439/ 2021**  
**UDIN: A001157E000777328**

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

### A. CONSERVATION OF ENERGY:

#### a. Energy Conservation measures taken:

1. Reviewed the use of energy intensive equipment's / machinery and prepared the plan for its proper utilization through established SOP.
2. For Pilot Plant, assessed old trial data generated through previous machinery trails and prepare the work sheet at set optimized parameters for Minerals/Material for lesser maintenance and higher working efficiency of Machinery.
3. Further, use of Turbo/Natural Fans, Transparent sheets and Dust Ventilator installation reduces temperature and power consumption at hot sections. Save energy and better working environment.
4. Enhance the power factor, improved value from 88 to 91 - by introduction of Capacitor – 50 KVA, reduces energy bill cost by 3-4% on day/night basis.
5. Installation of VFD in all newly installed equipment's i.e. Induced draft fan, Granulation machine, Roller Mill, U-Shaped Ribbon Blender, Blunger, Agitator, etc.
6. Modified/installed the machinery/equipment of required capacities i.e. Granulator, Pulverizer, Ball Mill, Jaw Crusher, Filter Press and grinding mills. Improve power and material losses.
7. Replaced the starter and switches with MCBs to protect the electrical circuit from excess current, prevent damage from electrical faults and short circuits, and safeguard against equipment failure.
8. Smart temperature sensor along with LED bulb and buzzer has been installed in the UPS room, sense the actual room temperature and alert on mobile using software. increases.
9. Introduce fans to reduce the use of air conditioner and installed CFL/LED lights in offices/workplace save power consumption by up to 50%.
10. Installation of smart sensors and related automation for optimum use of power components such as bulbs, tube light and fans in many critical and non-critical areas.
11. Preventive maintenance plan for transformer and electrical lines for proper functioning.
12. Extended the capacity of water filtration setup from 12 KL to 20 KL runs on gravity and sensors installation work - provide continuous water supply within the premises.
13. Assessment and Implementation of preventive maintenance plan and workout troubleshooting record reduces down time and saves time and energy.

#### b. Impact of above measures:

All above mentioned steps not only save energy, enhance work efficiency and significantly impact on cost. Every measure taken are imminent and saves high cost per unit of power grid.





## B. TECHNOLOGY ABSORPTION:

	2023-24	2022-23
1. Efforts made towards technological absorption.	<p><b>1) Specialty Mineral Products</b></p> <ul style="list-style-type: none"> <li>a. Development of Calcium Sodium Aluminosilicate for Pharma application.</li> <li>b. Application of Arctic TC (TiO<sub>2</sub>-alternate product) in White cast, Cosmetic, Face Wash &amp; toothpaste cream.</li> <li>c. TiO<sub>2</sub> Coated product – Mineral based synthetic Opacifier.</li> <li>d. Modified Bentonite for Vinegar refining.</li> <li>e. Flash Calcined Kaolin with High amorphous content and surface area.</li> <li>f. Development of High temperature resistant coating products for Foundry application.</li> <li>g. Scale up studies of Abrasion and UV resistance road aggregates in different colour.</li> <li>h. Beneficiation and leaching study of High Purity Quartz for higher end applications.</li> <li>i. Development of nutritified Gypsum granules for Fertilizer industry.</li> </ul> <p><b>2) Industrial Functional &amp; White Mineral.</b></p> <ul style="list-style-type: none"> <li>a. Development of High Purity Alumina (HPA) - 4N and 5N using hydrogen chloride gas.</li> <li>b. Characterization of Alumina Dross &amp; its beneficiation using acid leaching method.</li> <li>c. Study on making carbon black particle on heating suitable precursors.</li> <li>d. Acid leaching study on CB dust for alumina recovery and Zircon Sand for Zirconium dioxide leaching.</li> <li>e. Properties and performance evaluation and comparison for Foundry Sand vs Silica Sand for foundry application.</li> <li>f. Development of various colour pigments for glaze application for ceramic tile industries.</li> <li>g. Study on silica sand coating using polymer material for board manufacturing application.</li> <li>h. In-house method development for separation of heavy minerals impurities in silica sand.</li> <li>i. Development of grouts with enhanced compressive Strength i.e. 100 MPa.</li> <li>j. Study on feasibility of resin coating on various types of minerals, Stone and sand.</li> <li>k. Study on Low grade bentonite properties using sigma mixer.</li> </ul>	<p><b>1) Specialty Mineral Products</b></p> <ul style="list-style-type: none"> <li>a. Development of water-based Paints – Interior/Exterior with special features or properties.</li> <li>b. Development of replacement of TiO<sub>2</sub> for Paint and plastic application.</li> <li>c. Bleaching clay product with low Chloride content for edible oil purification.</li> <li>d. Development of Phosphorous removal adsorbent used for palm oil purification.</li> <li>e. High-purity Bentonite development for Pharma application.</li> <li>f. Identification, process optimisation and specification cease out of raw bentonite for high Net Acidity value.</li> <li>g. New Product development using minerals such as Bentonite, Pumice, Calcite for cosmetic and Herbal application.</li> <li>h. Development of Bleaching Clay provide low MCPD value and its performance validation.</li> <li>i. Development of Premier and Economy grade primer for construction application.</li> <li>k. Development of Artic X product as replacement of TiO<sub>2</sub>.</li> <li>j. Mineral based viscosity modifier (acidic / alkaline pH) work in neutral, saline and alcoholic condition of water.</li> </ul> <p><b>2) Industrial Functional &amp; White Mineral.</b></p> <ul style="list-style-type: none"> <li>a. Development of high strength cementitious grout i.e. more than 100 MPa strength.</li> <li>b. Multi-purpose single tile-adhesive with binding properties with Wood and concrete tile.</li> <li>c. Development of various color grout with sparkling features.</li> <li>d. High thickness and high strength putty development for new construction practices i.e. plaster cum putty.</li> <li>e. SOP development for casting rate using Ball Clay.</li> <li>f. Color based impurity i.e. Iron and Titania – an evaluation study of various sources of Quartz.</li> <li>g. Frac-sand (Silica) resource development from various mines for Oil/gas exploration.</li> <li>h. Color aggregates development for road marking applications.</li> <li>i. Development of high fineness kaolin i. e. 4 – 6, micron size using Jet milling process.</li> <li>j. Pilot scale study of high-density kaolin product using spray drier process.</li> <li>k. Scale up study of developed - Rainbow color Cat litter at commercial scale.</li> <li>l. Developed of epoxy resin tile grout.</li> </ul>

<p>l. Study of ultrasonication effect on Bentonite properties.</p> <p>m. Frac-sand resource development from various mines from Gujarat and Rajasthan region.</p> <p><b>3) Advanced Ceramic &amp; Castable</b></p> <p>a. Development of Light weight high strength ceramic proppants.</p> <p>b. Study on recovery of Silicon metal using Si-Kerf waste.</p> <p>c. Development of energy materials such as Lithium phosphate for battery application.</p> <p>d. Joint development of r-graphene oxide/nanomaterial i.e. BN/MoS<sub>2</sub> with enhanced properties in lubrication Oil as tribological solution – An Indo-France collaborative project (IARDP) along with IIT-BHU/IIT-Patna.</p> <p>e. Development of advanced materials i.e. Silicon Nitride and Ferro Silicon Nitride materials.</p> <p>f. Study on various organic and inorganic binders on bauxite system to improve the particle bonding and sintered strength.</p> <p>g. Development of Resin coated silica proppants for gasses fuel exploration.</p> <p>h. Preparation of UHSP's with Indian bauxites to reduce the product cost.</p> <p>i. High temperature ceramic coatings for Steel and Iron foundries.</p> <p>j. Study on development of Magnesium-Aluminate spinel by using refractory wastes.</p> <p>k. Preparation of Various Synthetic refractory aggregates by available high grade Indian bauxites for Refractory and road surface applications.</p> <p>l. Study on WFA physico-mechanical property improvement by adding transitional metal oxides and optimization fusion characteristics.</p> <p><b>4) Technology Absorption Centre</b></p> <p>a. Scalable trials and process parameters optimization on equipment/machinery such as Hammer Crusher, Tubular furnace, Jet Mill, Spray Drier, etc.</p> <p>b. Initiated study on Operational SOP and standard working parameters for efficiency and performance of machinery/equipment's.</p> <p>c. Scalable trial study performed in development of Tabular products such as Meta-Kaolin, Brown Sintered/Tabular Alumina, Activated Bauxite, etc.</p> <p>d. Silica coated trials up to 10 MT were performed using ribbon blenders at Pilot scale.</p>	<p>m. Development of High Purity Alumina (HPA) - 3N.</p> <p>n. Development of r-GO with high surface area – 350 to 400 m<sup>2</sup>/gm.</p> <p>o. Improvement of optical properties of Kaolin using 3.5 Tesla magnetic and validate its commercial viability.</p> <p><b>3) Advanced Ceramic &amp; Castable</b></p> <p>a. Development of various color pigments useful for ceramic application.</p> <p>b. Development of Glass beads for road safety.</p> <p>c. Lab level study of Barium Ferrite material for magnet application.</p> <p>d. Development of Ceramic Sand for Foundry applications such as Injection molding and Sand Casting.</p> <p>e. Study for development of Ultra High Strength Proppant (UHSP) at lab level.</p> <p>f. Study and manufacturing of High and Intermediate strength proppant study using lean grade bauxite at plant level.</p> <p>g. Study of High strength ceramic grain for Castable development.</p> <p>h. Finer grade Ceramic Sand development for Zirconia replacement in foundry application.</p> <p>i. Development of calcium silicate board using energy intensive method.</p> <p>j. Intermediate and High – Strength proppant development using low alumina raw bauxite.</p> <p>k. Study and explore the possibility of making proppant using low temperature treated raw bauxite.</p> <p>l. Use of low melting metal oxides in developing - White and Brown fused alumina.</p> <p><b>4) Technology Absorption Centre</b></p> <p>a. Optimization of operational parameters of various grinding mills and define the output efficiency at standard operation condition.</p> <p>b. Scalable production of Activated Bauxite is established with SOP.</p> <p>c. Various types of water treatment products are manufactured at Technology Adsorption Center.</p> <p>d. Installation and commissioning of various equipment/ machinery such as glass bead rotatory tube furnace, ultra fine mill, high-capacity pulverizer, Jet Mill Spray drier, etc.</p>
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	<ul style="list-style-type: none"> <li>e. Minerals (clay and non-clay) trails with varied fineness were performed for optimization of set parameters and to define the material output.</li> <li>f. Scalable trials optimized for Paints and Coatings and optimized process parameters at TAC Center.</li> </ul> <p><b>5) Accreditation &amp; Recognition:</b></p> <ul style="list-style-type: none"> <li>a. National Accreditation Board for Testing &amp; Calibration (NABL) – 4th renewal process audit completed successfully. Validity for accreditation extended up to 2026. Included Physico-mechanical parameters for Bentonite and Kaolin mineral and related products testing in NABL- scope.</li> <li>b. DSIR reports preparation and submission for year 2023-24 is executed as per schedule.</li> <li>c. Participated in an International Collaboration i.e. Indo-France project with University of Paris/ Actinova and IIT- BHU/IIT-Patna.</li> <li>d. Awarded by Federation of Gujarat Industries (FGI) for excellence in Research – Science &amp; Technology Award-2024 at Vadodara.</li> <li>e. Done Publication and Filed and Patent at National/ International level.</li> <li>f. Pursued the nos. of training on Testing and Work Excellence under the Ashapura Learning Forum (ALF) - 2023 program. Conducted 18 Nos of various types/categories of trainings in-house on Product Parameters, Operational and QC excellence.</li> </ul>	<p><b>5) Accreditation &amp; Recognition:</b></p> <ul style="list-style-type: none"> <li>a. Desktop audit completion with extension of NABL scope for additional water testing parameters – 38 Nos.</li> <li>b. Reports preparation and submission to DSIR for period of 2022-23.</li> <li>c. Filed Publication and Patent at National/International level.</li> <li>d. Initiated the various training for Mineral and Products parameters, Operational and QC excellence under Ashapura Learning Forum</li> </ul>
	<p><b>6) Other Activities:</b></p> <ul style="list-style-type: none"> <li>a. Established - Foundry laboratory testing laboratory and add testing facilities for ceramic sand used for foundry application.</li> <li>b. Establishment of Paint Testing Laboratory with small scale R&amp;D lab setup for paint synthesis.</li> <li>c. Extended the Centralized Glassware and Chemicals centralized store inventory system for smooth working of projects and cost saving.</li> <li>d. NABL scope expanded for Physical properties of Bentonite and Kaolin related products to provide third party test certification to the customers.</li> <li>e. Work system improvement for all the IKC services i.e. Electrical, Plumbing, Civil, House keeping &amp; Safety at R&amp;D center.</li> </ul>	<p><b>6) Other Activities:</b></p> <ul style="list-style-type: none"> <li>a. Extension of Refractory laboratory testing laboratory and add testing facilities for ceramic sand used for foundry application.</li> <li>b. Establishment of Paint Testing Laboratory with small scale R&amp;D lab setup for paint synthesis.</li> <li>c. A separate, sections as Heating Zone and Crushing Zone are established.</li> <li>d. Extension of water treatment facilities from 12 k to 20 k liters per day capacity for in-house consumption.</li> <li>e. Developed green belt in open land within the premises.</li> <li>f. NABL scope expanded for water parameters.</li> </ul>

2. Benefits derived like product improvement, cost reduction, product development, import substitution etc.	<ul style="list-style-type: none"> <li>a. Partial use of lean grade Bauxite material/fine dust in product save natural resources and production cost.</li> <li>b) ALF-training program-2023, introduction of multifunction training, enhanced the technical ability of QC/R&amp;D teams will benefit in long term.</li> <li>c) Pilot scale study for Foundry Sand/Aggregate/ coating material and Color aggregates added value in future business.</li> <li>d) Improvisation in establishing the Chart to understand the machinery efficiency against mineral/material and established SOP in Technology Adsorption Center (TAC) save cost and time.</li> <li>e) Replacement of Latest equipment's facilities i.e. Malvern Master Sizer and Carbon-Hydrogen-Nitrogen-Sulphur-Oxygen with more enhance features and capabilities helps to characterize the minerals/materials with more high precision and extended technical information.</li> </ul>	<ul style="list-style-type: none"> <li>a. Various trials at R&amp;D and Plant – provide break-through for value added product development in sintered and fused product range.</li> <li>b. Utilization of lean grade raw material not only reduces the inventory but also save cost and natural resources.</li> <li>c. SOP development with pilot trials at Technology Adsorption Center (TAC) save cost in terms of energy, time, and cost.</li> <li>d. Internal training and development program enhanced the technical competency of Quality and R&amp;D staff.</li> <li>e. A range of new product development ceramic, refractory and building construction enhance the overall product portfolio and generated business.</li> <li>f. Niche products in road marking and making applications open up chance of new window for future.</li> <li>g. Expansion of new analytical and processing facility support to characterize the new materials for successful implementation of research projects.</li> </ul>
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: <ul style="list-style-type: none"> <li>a. Details of technology imported</li> <li>b. Year of import</li> <li>c. Whether the technology been fully absorbed</li> <li>d. If not fully absorbed, areas where absorption has not taken place, and the reasons, therefore.</li> </ul>	Indigenously dealt with technical requirement in terms of Projects and Testing during last 3 yrs.	No technology has been imported in the last 3 years.

## C. EXPENDITURE ON RESEARCH & DEVELOPMENT:

	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
a) Capital	180.46	62.53
b) Recurring	628.91	508.92
c) Depreciation and Amortization	118.79	111.60
d) Total	928.16	683.05
e) Total R&D Expenditure as a Percentage of total turnover	2.79%	3.07%



**D. FOREIGN EXCHANGE EARNING OUTGO:**

	<b>2023-24</b> <b>(Rs. In Lakhs)</b>	<b>2022-23</b> <b>(Rs. In Lakhs)</b>
a. Foreign Exchange earned in terms of actual inflows during the year(F.O.B.)	10,136.25	10,015.33
b. Foreign Exchange outgo during the year in terms of actual outflows	6,428.27	1,999.13

**For and on Behalf of Board of Directors**

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

**Sd/-**  
**HEMUL SHAH**  
**EXECUTIVE DIRECTOR & CEO**  
**(DIN: 00058558)**

**Place: Mumbai**  
**Date: 13<sup>th</sup> August, 2024**



## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES (AS PER SECTION 135 OF THE COMPANIES ACT, 2013)

The Corporate Social Responsibility "CSR" Committee of the Company was constituted on 14th October, 2014 in terms of provisions of Section 135 of the Companies Act, 2013 (the Act) read with the Companies (Corporate Social Responsibility), Rules 2014 (the Rules).

### 1. Brief outline on CSR Policy of the Company:

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

Pursuant to Section 135 of the Act and the Rules framed thereunder it was a mandatory commitment for a corporate to contribute and operate in an economically, socially and environmentally sustainable manner and also establish a Corporate Social Responsibility Policy ('CSR Policy') with an 'Aim and Objective' and guiding principles for selection, implementation, and monitoring of the activities and a Committee to track the transactions relating to CSR initiatives. Hence, it is a continuing commitment for a Company to perform ethically and contribute to economic development of the society. CSR, therefore, is not a mere philanthropic activity but also comprises of activities that require a Company to integrate social, environmental and ethical concerns into the Company's vision and mission through such activities.

### 2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri Harish Motiwalla (Chairman)	Non-Executive, Independent	1	1
2	Shri Chetan Shah	Executive Chairman	1	1
3	Shri Pundarik Sanyal	Non-Executive, Independent	1	1

### 3. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

The Link to the website is <https://www.ashapura.com>

### 4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014.

Not applicable to the Company as the obligation on the contribution to CSR activities is less than Rs. 10 crores.

### 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year :-

Sr. No	Financial Year	Amount Available For Set off	Amt. Set off in financial year, if any	Balance Amt.
1	22-23	12.12 Lakhs	0	12.12 Lakhs

### 6. Average net profit of the company as per section 135(5) :- NA

### 7. Total amount spent during the year 2023-2024:- NA

- Two percent of average net profit of the company as per section 135(5) :- NA
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years. :- NIL
- Amount required to be set off for the financial year, if any :- Rs. 12.12 lakhs
- Total CSR obligation for the financial year:- NIL

### 8.

#### a. CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
NA	NA		NA		

#### b. Details of CSR amount spent against ongoing projects for the financial year: NA



**c. Details of CSR amount spent against other than ongoing projects for the financial year:**

The company does not satisfy any of the conditions laid down under Section 135(1) of the Companies Act, 2013 during FY.2022-23 (being the immediately preceding FY), consequently, it was not mandatory for the Company to spend on CSR for FY.2023-24. However, at the group level the company has undertaken various CSR initiatives.

**d. Amount spent in Administrative Overheads: N.A.**

**e. Amount spent on Impact Assessment, if applicable: N.A.**

**f. Total amount spent for the Financial Year: N.A**

**g. Excess amount for set off, if any:**

Sr. No.	Particulars	Amount (Rs. in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	NA
(ii)	Total amount spent for the Financial Year	NA
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NA
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off over three succeeding financial years [(iii)-(iv)]	12.12

**9.**

**a. Details of Unspent CSR amount for the preceding three financial years: NA**

**b. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NA**

**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):- NA**

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

**11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):- NA**

**For and on Behalf of the Board of Directors**

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

**Sd/-  
HEMUL SHAH  
EXECUTIVE DIRECTOR & CEO  
(DIN: 00058558)**

**Place: Mumbai  
Date: 13<sup>TH</sup> August, 2024**

**FORM NO. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

1. Details of contract or arrangements or transactions not at arm's length basis- Not Applicable

- Name(s) of related party and nature of relationship
- Nature of contracts/arrangement/transactions
- Duration of contracts/arrangement/transactions
- Salient terms of the contracts or arrangements or transactions including the value, if any
- Justification for entering into such contracts or arrangements or transactions
- Date(s) of approval by the Board
- Amount paid as advances, if any
- Date on which the special resolution was passed in general meeting as required under first proviso to section 188.

2. \*Details of material contracts or arrangement or transactions at arm's length basis-

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
Ashapura Perfoclay Limited (JV)	Sale/purchase of Goods & Services	2023-2024	The terms and conditions of goods/services set forth in each of the purchase order/agreement. Transaction value - Rs. 2,628 Lakhs (as on 31 <sup>st</sup> March 2024)	09/02/2023	-
Ashapura Holdings (UAE) FZE (Step Down Subsidiary)	Services availed/ provided	2023-2024	The terms and conditions of services availed/provided set forth in the agreement. Transaction value - Rs. 9,081 Lakhs (as on 31 <sup>st</sup> March 2024)	09/02/2023	-
Orient Ceratech Limited (Associate)	Buying/selling of property	2023-2024	The terms and conditions of buying/selling of property set forth in the agreement. Transaction value - Rs. 2,028 Lakhs (as on 31 <sup>st</sup> March 2024)	09/02/2023	-

\* The Company has reported only material transaction (exceeding 10 % of Company's annual turnover / Networth of preceding financial year). Please refer Note No 40 of Financial Statements for all Related Party Transactions.

**For and on Behalf of the Board of Directors**

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

Sd/-  
**HEMUL SHAH**  
EXECUTIVE DIRECTOR & CEO  
(DIN: 00058558)

Place: Mumbai  
Date: 13<sup>TH</sup> August, 2024



## REPORT ON CORPORATE GOVERNANCE

### 1. ASHAPURA'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate Governance covers a set of principles, process and systems to be followed by Directors, Management and Employees of the Company for increasing the shareholders' value, keeping in view interest of other stakeholders. While adhering to the above, your Company is committed to integrity, accountability, transparency and compliance with laws and in dealings with the Government, customers, suppliers, employees and other stakeholders. 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 31<sup>st</sup> March, 2024 in compliance with Regulation 34(3) read with Schedule V of the Listing Regulations.

### 2. BOARD OF DIRECTORS:

#### A. Composition and category of Board of Directors:

The composition of the Board of Directors was in conformity with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations during the period under review. The strength of the Board of Directors as on 31<sup>st</sup> March, 2024 consisted of Six (6) Directors which apart from Executive Chairman being a Promoter-Director, comprised of One (1) Executive Director, One (1) Non-Executive Non-Independent Woman Director and Three (3) Non-Executive Independent Directors (including One Independent Woman Director). The Board meets the requirement of not less than half of the Board being Independent Directors, the Chairman being Executive Promoter 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 31<sup>st</sup> March, 2024 is given below:

Name	DIN	Category of Directors	Attendance at		No. of Directorships in other Public/Deemed Public companies <sup>1</sup>	No. of Committee Positions held in Indian Public Limited Companies <sup>2</sup>	
			Board Meetings	Last AGM Held on 29 <sup>th</sup> Sept,23		Member	Chairman
Shri Chetan Shah	00018960	E.C	5	Yes	7	2	0
Shri Hemul Shah <sup>3</sup>	00058558	E.D & CEO	5	Yes	8	7	4
Shri Harish Motiwalla	00029835	I.N.E.D	5	Yes	7	10	5
Shri Abhilash Munsif <sup>4</sup>	02773542	I.N.E.D	3	Yes	-	-	-
Shri Pundarik Sanyal	01773295	I.N.E.D	5	Yes	6	8	2
Smt. Himani Shah	02467277	N.E.D	5	Yes	-	-	-
Smt. Neeta Shah	07134947	I.N.E.D	4	Yes	1	-	-

E.C. : Executive Chairperson; E.D. : Executive Director; N.E.D. : Non-Executive Director; I.N.E.D: Independent Non-Executive Director , CEO: Chief Executive Officer

- Excludes directorships in Private Limited Companies, LLPs, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and Alternate Directorships.
- Represents only Membership and Chairmanship of Indian Public Limited Companies of the Audit Committee and the Stakeholders' Relationship Committee including Ashapura Minechem Limited.
- Shri Hemul Shah was re-appointed as an Executive Director & CEO for a period of 2 years w.e.f. 16<sup>th</sup> February, 2024 in the Annual General Meeting held on 29<sup>th</sup> September, 2023.
- During the year, Shri Abhilash Munsif expired after a brief illness on 1<sup>st</sup> November, 2023.

As required under Para C (2) of Schedule V to the Listing Regulations, based on the latest disclosures received by the Company, following are the number of other directorships and the names of the listed entities where the Directors of the Company are also a Director and the category of their directorships therein:

Name of Directors	Directorships in listed entities other than the Company	Category
Shri Chetan Shah	Nil	Not Applicable
Shri Hemul Shah	Orient Ceratech Limited (Formerly known as Orient Abrasives Limited)	Non-Executive, Non-Independent Director
Smt. Himani Shah	Nil	Not Applicable
Shri Harish Motiwalla	Multibase India Limited*	Independent Director
	Excel Industries Limited	Independent Director
	Orient Ceratech Limited (Formerly known as Orient Abrasives Limited)	Independent Director
	Hitech Corporation Limited*	Independent Director
Shri Abhilash Munsif	Nil	Not Applicable
Shri Pundarik Sanyal	Asit C Mehta Financial Services Limited	Independent Director
Smt. Neeta Shah	Orient Ceratech Limited (Formerly known as Orient Abrasives Limited)	Independent Director

\*Shri Harish Motiwalla ceased to be a director in Multibase India Limited & Hitech Corporation Limited from 31<sup>st</sup> March, 2024.

## B. Inter-se relationships among Directors:

None of the Directors of the Company have any inter-se relationships except Smt. Himani Shah who is a daughter of Shri Chetan Shah, Chairman of the Company.

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

The details of number of shares held by the Non-Executive Directors as on 31<sup>st</sup> March, 2024 is given below:

Name	Designation	Number of Shares Held
Shri Harish Motiwalla	I.N.E.D	500
Smt. Himani Shah	N.E.D	1,42,980

## D. Board Meetings:

The Board met Five (5) times during the Financial Year 2023-2024 on 02<sup>nd</sup> April, 2023, 25<sup>th</sup> May, 2023, 10<sup>th</sup> August, 2023, 06<sup>th</sup> November, 2023 and 14<sup>th</sup> February, 2024 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 as on 31<sup>st</sup> March, 2024 comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees.

The table below summarizes the list of core skills, expertise, competencies identified by the Board as required in the context of the Company's business and as possessed by individual members of the Board.

Each Director may possess varied combinations of skills/ expertise within the described set of parameters and it is not necessary that all Directors possess all skills/ expertise listed therein.

Expertise in	Description	Name of the Directors
<b>Mining Industry expertise and experience</b>	Knowledge and experience of Mining industry structure, manufacturing, operations and Research & Development activities	Shri Chetan Shah, Shri Hemul Shah
<b>Business Management &amp; Leadership</b>	Knowledge and experience in corporate strategy, planning, risk Management and business Sustainability. Leadership experience in advisory and supervising corporate management.	Shri Chetan Shah, Shri Hemul Shah, Smt. Himani Shah
<b>Sales &amp; Marketing</b>	Expert Knowledge & experience in Selling and Marketing.	Shri Chetan Shah, Shri Hemul Shah, Smt. Himani Shah
<b>Financial Management</b>	Expert knowledge and understanding in Accounts, Finance, Banking, Auditing and Financial Control.	Shri Chetan Shah, Shri Hemul Shah, Shri Harish Motiwalla, Shri Pundarik Sanyal
<b>Legal Compliances</b>	Knowledge in the field of law and legal compliance Management.	Shri Hemul Shah, Shri Harish Motiwalla



<b>Corporate Governance</b>	Experience in developing good governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long term effective stakeholder engagements and driving corporate ethics and values.	Shri Chetan Shah, Shri Hemul Shah, Shri Harish Motiwalla, Shri Pundarik Sanyal, Smt. Neeta Shah
<b>Global Business Development</b>	Expertise in global business development, operation and strategy.	Shri Chetan Shah, Shri Hemul Shah, Shri Pundarik Sanyal
<b>Corporate Social Responsibility</b>	Experience and knowledge in the matters of Corporate Social Responsibility including environment protection and social development.	Shri Chetan Shah, Shri Hemul Shah, Shri Harish Motiwalla, Shri Pundarik Sanyal, Smt. Neeta Shah

#### **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 under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Further, in the opinion of the Board too, the Independent Directors fulfil the conditions of Independence as specified in the Listing Regulations and are independent of the Management.

- b. During the year, the Independent Directors separately met on 17<sup>th</sup> March, 2024 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.

#### **G. 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](http://www.ashapura.com).

The Independent Directors appointed so far have attended such orientation process/familiarization programme. During the Board and/or Committee meetings of the Company, members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Further, accounts and finance heads makes presentations to all Board Members periodically pertaining to Company's performance and future strategy for their respective business units. The Board meeting were held from time to time to review financial result and long term growth/plans of the Company, familiarization program for the Independent Directors forms part of such quarterly Board Meetings of the Company. The Independent Directors are being apprised regularly of all regulatory and policy changes relevant to the business.

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.

#### **H. CEO/CFO Certification:**

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 Shri Hemul Shah, CEO & Shri Ashish Desai, Group CFO in respect of the financial year ended 31<sup>st</sup> March, 2024 was taken on record by the Board of Directors of the Company.

#### **I. 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](http://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 31<sup>st</sup> March, 2024, 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 2023-2024.



## 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<sup>th</sup> 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 the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  1. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  2. Changes, if any, in accounting policies and practices and reasons for the same;
  3. Major accounting entries involving estimates based on the exercise of judgment by management;
  4. Significant adjustments made in the financial statements arising out of audit findings;
  5. Compliance with listing and other legal requirements relating to financial statements;
  6. Disclosure of any related party transactions;
  7. Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors if any;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee;
- Reviewing the utilization of loans and/ or advances from/investment by the Company in its subsidiaries exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- To consider with comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

#### b. Composition:

As on 31<sup>st</sup> March, 2024, the Audit Committee comprised of Three (3) Independent Directors. The members of the Audit Committee are eminent professionals and financially literate. 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)	I.N.E.D	4
Shri Pundarik Sanyal	I.N.E.D	4
Shri Hemul Shah#	E.D.	1
Shri Abhilash Munsif*	I.N.E.D	2



# During the year, Shri Hemul Shah was co-opted as a Member of Audit Committee w.e.f. 6<sup>th</sup> November, 2023.

\* During the year, Shri Abhilash Munsif expired after a brief illness on 1<sup>st</sup> November, 2023.

Shri Harish Motiwalla, the Chairman of the Audit Committee was present at the 42<sup>nd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2023.

The CFO, the representative of Statutory Auditors and the Internal Auditors are the regular invitees to the Audit Committee Meetings.

Shri Sachin Polke, Company Secretary & President (Corporate Affairs) acts as the Secretary to the Audit Committee.

**c. Meetings:**

During the year under review, the Audit Committee met Four (4) times on 25<sup>th</sup> May, 2023, 10<sup>th</sup> August, 2023, 06<sup>th</sup> November, 2023 and 14<sup>th</sup> February, 2024 and that the time elapsed between any two consecutive meetings did not exceed 120 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:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description.

For the purpose of identifying suitable candidates, the Committee may:

1. use the services of external agencies, if required;
  2. consider candidates from a wide range of backgrounds, having due regard to diversity;
  3. consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
  - Devising a policy on diversity of Board of Directors;
  - Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
  - Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
  - Recommend to the board, all remuneration, in whatever form, payable to senior management.

**b. Composition:**

As on 31<sup>st</sup> March, 2024, 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)	I.N.E.D	2
Shri Pundarik Sanyal	I.N.E.D	2
Smt. Himani Shah#	N.E.D	1
Shri Abhilash Munsif*	I.N.E.D	1

# During the year, Smt. Himani Shah was co-opted as a Member of Nomination & Remuneration Committee w.e.f. 6<sup>th</sup> November, 2023.

\* During the year, Shri Abhilash Munsif expired after a brief illness on 1<sup>st</sup> November, 2023.

## c. Meetings:

During the year under review, Two (2) meetings of the Nomination and Remuneration Committee were held on 10<sup>th</sup> August, 2023 and 20<sup>th</sup> March, 2024.

## 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 2023-2024 by Independent Directors at their separate Meeting held on 20<sup>th</sup> March, 2024, as also by the Nomination & Remuneration Committee and the same was analyzed & confirmed by the Board of Directors.

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 31<sup>st</sup> March, 2024 are as under:

(Amount in Rs.)

Name	Board Meetings	Audit Committee Meetings	Nomination & Remuneration Committee Meetings
Shri Harish Motiwalla	2 Lakhs	2 Lakhs	0.50 Lakhs
Shri Abhilash Munsif	1 Lakhs	1 Lakhs	0.25 Lakhs
Shri Pundarik Sanyal	2 Lakhs	2 Lakhs	0.50 Lakhs
Smt. Neeta Shah	1.5 Lakhs	-	-
Smt. Himani Shah	2 Lakhs	-	0.25 Lakhs

The criteria of making payments to Non-Executive Directors is covered in Nomination and Remuneration Policy.

The details of Remuneration paid to Executive Director for the year ended 31<sup>st</sup> March, 2024 are as under:

Name	Salaries & Perquisites including allowance	Tenure as per agreement upto	Notice period
Shri Chetan Shah	125 Lakhs	23 <sup>rd</sup> October, 2025	3 months
Shri Hemul Shah	72.79 Lakhs	15 <sup>th</sup> February, 2026	3 months

The Company does not have stock option scheme for grant of stock options either to the Executive Directors or employees.

## 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:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.



**b. Composition:**

As on 31<sup>st</sup> March, 2024, 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 Pundarik Sanyal ( <b>Chairman</b> )	I.N.E.D	3
Shri Chetan Shah	E.C	3
Shri Hemul Shah	E.D & CEO	3

**c. Meetings:**

During the year under review, the members of the Stakeholders' Relationship Committee met three (3) times on 22<sup>nd</sup> June, 2023, 06<sup>th</sup> October, 2023 and 20<sup>th</sup> March, 2024.

**d. Name, Designation and Address of Compliance Officer:**

Shri Sachin Polke, Company Secretary & President (Corporate Affairs) acts as the Compliance Officer and is available at 'Ashapura Minechem Limited', Jeevan Udyog Building, 3<sup>rd</sup> Floor, 278, D. N. Road, Fort, Mumbai-400 001.

**e. Details of investor complaints received and redressed during the financial year 2023-2024 are as follows:**

Opening balance	Received during the year	Resolved during the year	Closing balance
NIL	1	1	NIL

**D. RISK MANAGEMENT COMMITTEE:**

The Board has constituted the Risk Management Committee in line with the provisions of Regulation 21 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 Risk Management Committee are in line with the regulatory requirements which among other are specified herein below:

- To formulate a detailed risk management policy which shall include:
- a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
- b) Measures for risk mitigation including systems and processes for internal control of identified risks.
- c) Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

**b. Composition:**

As on 31<sup>st</sup> March, 2024, the Risk Management Committee comprised of four (4) Members. The composition of the Risk Management Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings Attended
Shri Hemul Shah ( <b>Chairman</b> )	E.D & CEO	2
Shri Harish Motiwalla	I.N.E.D	2
Shri Pundarik Sanyal	I.N.E.D	2
Shri Ashish Desai	Group CFO	2

**c. Meetings:**

During the year under review, the members of the Risk Management Committee met two (2) times on 01<sup>st</sup> August, 2023 and 12<sup>th</sup> January, 2024 and that the time elapsed between any two consecutive meetings did not exceed 180 days. The necessary quorum was present for all the meetings.

## E. COMMITTEE OF DIRECTORS:

The Board has constituted the Committee of Directors in line with the provisions of the Listing Regulations, read with relevant sections 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 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, 2024, the Committee of Directors comprised of four (4) 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 Chetan Shah (Chairman)	E.C	9
Shri Hemul Shah	E.D & CEO	9
Shri Harish Motiwalla	I.N.E.D	9
Shri. Pundarik Sanyal	I.N.E.D	9

### c. Meetings:

During the year under review, Nine (9) meetings of the Committee of Directors were held on 22<sup>nd</sup> June, 2023, 19<sup>th</sup> July, 2023, 25<sup>th</sup> August, 2023, 08<sup>th</sup> September, 2023, 06<sup>th</sup> October, 2023, 17<sup>th</sup> November, 2023, 28<sup>th</sup> December, 2023, 12<sup>th</sup> January, 2024 and 06<sup>th</sup> March, 2024.

## F. 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 meetings attended by its members during the year under review are given below:

Name	Category	No. of Meetings Attended
Shri Harish Motiwalla (Chairman)	I.N.E.D	1
Shri Chetan Shah	E.C	1
Shri Pundarik Sanyal	I.N.E.D	1

### c. Meetings:

During the year under review, One (1) meeting of the CSR Committee was held on 20<sup>th</sup> March, 2024.



#### 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
2022-2023	29 <sup>th</sup> Sept, 2023	03:30 p.m.	Video Conferencing	Yes
2021-2022	29 <sup>th</sup> Sept, 2022	12:30 p.m.	Video Conferencing	Yes
2020-2021	29 <sup>th</sup> Sept, 2021	12:00 p.m.	Video Conferencing	No

Details of Special Resolutions passed in the previous three Annual General Meetings:

Date of AGM	Special Resolution Details
29 <sup>th</sup> September, 2023	➤ Re-appointment of Shri Hemul Shah (DIN: 00058558) as an Executive Director & Chief Executive Officer of the Company
29 <sup>th</sup> September, 2022	➤ Re-appointment of Shri Chetan Shah (DIN: 00018960) as an Executive Chairman of the Company ➤ Re-appointment of Shri Hemul Shah (DIN: 00058558) as an Executive Director & Chief Executive Officer of the Company
29 <sup>th</sup> September, 2021	➤ No Special Resolution was passed

#### Details of Special Resolution passed during the year through postal ballot:

During the financial year ended 31<sup>st</sup> March, 2024, 1 (One) Special Resolution was passed through postal ballot for Sale/Transfer of Chamlotte plant of the Company.

The details of voting are as follows:

Resolution	Percentage of number of valid votes cast in assent	Percentage of number of valid votes cast in dissent
Sale/Transfer of Chamlotte plant of the Company	99.9075	0.0925

#### Procedure followed for Postal Ballot:

The Board at its meeting held on 21<sup>st</sup> April, 2023, had approved the Notice of Postal Ballot / E-Voting for passing of special resolution to obtain approval of shareholders Sale/Transfer of Chamlotte plant.

#### Person Conducting the Postal Ballot Exercise:

Shri Chetan Shah, Executive Chairman, Shri Sachin Polke, Company Secretary & Compliance Officer were appointed as persons responsible for the entire postal ballot / e-voting process. Shri Virendra Bhatt (ACS No. 1157, COP No. 124), Practicing Company Secretary was appointed as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

#### Procedure followed:

1. In compliance with the Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, the Company provided electronic voting facility to all its members, to enable them to cast their votes through electronic means only (remote e-voting). The Company engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility.
2. The Company has emailed the postal ballot notice dated 21<sup>st</sup> April, 2023 containing the proposed resolution together with the explanatory statements to the members whose names appeared in the register of members / list of beneficiaries as on cut-off date i.e. Friday, 21<sup>st</sup> April, 2023. The Company also published a notice in the newspaper stating the details of completion of dispatch on 26<sup>th</sup> April, 2023 as mandated under the Act and applicable rules.
3. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2020 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 read with the relevant SEBI Circulars, provided relaxation with the requirement of providing physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes to Members on account of the threats posed by the COVID-19 pandemic. Therefore, members were requested to provide their assent or dissent through e-voting only.
4. The Scrutinizer submitted his report on 25<sup>th</sup> May, 2023, after the completion of scrutiny.
5. The results of the postal ballot were announced by the Company Secretary, being duly authorised by the Chairman of the Company on 26<sup>th</sup> May, 2023. The last date specified for closure of e-voting i.e. 25<sup>th</sup> May, 2023, was taken as the date of passing the resolution.



# Ashapura Minechem Limited

The result of the postal ballot along with the scrutinizer's report was displayed at the registered office of the Company, hosted at the Company's website at [www.ashapura.com](http://www.ashapura.com) and on the website of CDSL and was also communicated to the Stock Exchanges.

Apart from the above announcement of results, there is no other proposal for passing any special resolution through Postal Ballot before ensuing Annual General Meeting.

## 5. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual financial results	Published in one English daily newspaper in 'Business Standard' or 'Free Press Journal' and one Marathi newspaper in 'Navshakti'
Any Website, where displayed	<a href="https://www.ashapura.com">https://www.ashapura.com</a>
Whether it also displays official news release	The Management issues press release as and when necessary on <a href="https://www.ashapura.com">https://www.ashapura.com</a> and on both the stock exchanges
Presentations made to institutional investors or to the analysts	-

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. DETAILS OF SENIOR MANAGEMENT PERSONNEL:

Your Company is having following officers in senior management position in the Company:

Name	Designation	Date of joining in the Company	Date of Cessation / Change along with details
Shri Chetan Shah	E.C	24th October, 2019	-
Shri Hemul Shah	E.D & CEO	16th February, 2020	-
Shri Ashish Desai	Group CFO	13th July, 2010	-
Shri Sachin Polke	Company Secretary & President (Corporate Affairs)	15th September, 1999	-
Shri Sandeep Deshpande	Group Head HR- Human Resource & Administration	1st November 2021	-

Further, in terms of Regulation 30A of the Listing Regulations, there are no such agreements which are required to be disclosed in the Annual Report.

## 7. GENERAL SHAREHOLDER INFORMATION:

<b>Annual General Meeting:</b>	Monday, 30 <sup>th</sup> September, 2024 at 3.00 p.m. at Walchand Hirachand Hall, 4 <sup>th</sup> Floor, Indian Merchant's Chamber, Mumbai-400 020		
<b>Financial Year:</b>	1 <sup>st</sup> April, 2023 to 31 <sup>st</sup> March, 2024		
<b>Date of Book Closure:</b>	24 <sup>th</sup> September, 2024 (Tuesday) to 30 <sup>th</sup> September, 2024 (Monday) (both days inclusive)		
<b>Record Date for Dividend:</b>	NA		
<b>Dividend Payment Date:</b>	NA		
<b>Listing Details:</b>	Equity Shares are listed on the following Stock Exchanges: 1. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. 2. National Stock Exchange of India Limited, "Exchange Plaza", Bandra Kurla Complex, Bandra (East), Mumbai – 400051. The Annual Listing Fees for the year 2024-2025 has been paid to the said Stock Exchanges.		
<b>Stock Code:</b>	BSE Limited - 527001 National Stock Exchange of India Ltd. - ASHAPURMIN		
<b>ISIN Number:</b>	INE348A01023		
<b>Corporate Identification Number (CIN):</b>	L14108MH1982PLC026396		
<b>Suspension Of Securities</b>	The securities of the Company have not been suspended from trading during the financial year ended March 31, 2024		
<b>Distribution of Shareholding &amp; Category-wise distribution:</b>	Refer Table A & B		
<b>Dematerialization of shares and liquidity:</b>	As on 31 <sup>st</sup> March, 2024, 99.79% of the paid-up share capital (face value of Equity Shares of Rs. 2 each) is held in Demat form with NSDL and CDSL.		
	<b>Mode</b>	<b>No. of equity shares</b>	<b>% to the Total Share Capital</b>
	Physical	187993	0.21%
	Electronic:		
	(A) NSDL	52272542	57.14 %
	(B) CDSL	39025563	42.66%
	<b>TOTAL</b>	<b>91486098</b>	<b>100.00%</b>



<b>Registrar and Share Transfer Agent:</b>	M/s. Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083		
<b>Share Transfer System:</b>			
At the Board-level, Stakeholders' Relationship Committee examines and redresses investors' grievances. The status of investors' grievances and share transfers are reported to the Board. Further, as part of the effective shareholder management and grievance redressal processes, various shareholder requests received by the Company through Link Intime India Private Limited, the RTA, are processed in the following manner:			
<b>Request received by RTA</b> Requests relating to transfer, transmission, transposition, change of name, deletion of name are received from shareholders having physical shareholding.	<b>Document Verification</b> The Company's RTA verifies the authenticity of documents submitted by shareholders; RTA thereafter sends the requests to the Company for processing.	<b>Approval</b> The Company also inspects and confirms the veracity and validity of documents: Requests are then approved by the duly constituted Stakeholders Relationship Committee designated for the share transfer procedures.	<b>Communication to Shareholder</b> Post Committee approval, RTA completes the process and communicates to the respective shareholders; If the documents received are clear and found to be in order in all respects, then requests are generally processed within the statutory timelines.
Shareholders should communicate with Link Intime India Private Limited, the Company's Registrars & Share Transfer Agent at <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> quoting their folio number or Depository Participant ID and Client ID number, for any queries relating to their securities.			
As per proviso to Regulation 40(1) of SEBI LODR Regulations securities cannot be transferred unless they are held in dematerialized form with a depository. Further SEBI vide its Circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated that transmission, transposition, duplicates, renewal, exchange, sub-division, splitting, consolidation shall be effected only in dematerialize form. All the valid service requests are processed within the prescribed timelines.			
<b>Outstanding GDR / ADR / Warrants or any Convertible Instruments and their likely impact on Equity:</b>	As on 31 <sup>st</sup> March, 2024, 40,40,000 number of convertible warrants were outstanding representing 40,40,000 Equity Shares of face value of Rs. 2 each. The said warrants were issued to M/s. Ashapura Industrial Finance Ltd. and Mr. Manan Shah, Members of Promoter Group of the Company, which had an option to exercise the warrants to subscribe to Equity Shares of the Company within 18 months from date of its allotment.  Subsequently, on 13 <sup>th</sup> August, 2024 the Equity shares have been allotted to M/s Ashapura Industrial Finance Limited and Mr. Manan Shah on exercise of the option resulting to the increase in the total shareholding of M/s. Ashapura Industrial Finance Ltd. to 1,69,55,819 Equity Shares constituting 17.75% of the paid-up share capital of the Company and Mr. Manan Shah to 41,57,135 Equity Shares constituting 4.35% of the paid-up share capital of the Company. There will not be change in control of the Company pursuant to the preferential allotment.		
<b>Plant Locations:</b>	1. Village Paddhar, Taluka - Bhuj, Dist. Kutch, Gujarat. 2. Mamuara, Taluka - Bhuj, Dist. Kutch, Gujarat. 3. KINFRA Apparel Park, Menamkulam, Thiruvananthapuram, Kerala.		
<b>Address for Correspondence:</b>	The Company's Registrar and Share Transfer Agent viz. M/s Link Intime India Pvt. Ltd. provides all shareholder related services.  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: 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: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>		

## 8. OTHER DISCLOSURES:

- The Company has formulated a policy on dealing with Related Party Transactions and has been uploaded on the website of the Company at <https://www.ashapura.com/codepolicy.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 40 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.
- The Company has duly complied with all the requirements of the provisions of the Listing Regulations, as well as other relevant regulations and guidelines of SEBI, as issued from time to time and applicable to the Company during last three years except for late submission of Annual Report under Regulation 34 for financial year ended 31<sup>st</sup> March, 2014 and for delayed submission of scrutineers report under regulation 44(3) for postal ballot held in February, 2020. Consequently, Bombay Stock Exchange imposed penalty and the Company paid the same on 25<sup>th</sup> January, 2023.

- 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 <https://www.ashapura.com/codepolicy.php>.

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

- d. Details of Compliance with Mandatory requirements and adoption of Non-Mandatory Requirements.

- The Company has complied with mandatory requirements under SEBI (LODR) Regulations, 2015.
- Disclosure with regard to discretionary requirements as specified in Part E of Schedule II to the SEBI (LODR) Regulations, 2015 is as under:

Sr. No	Discretionary Requirement	Discretionary Requirement - to the extent adopted
1	The Board : A Non-Executive Chairperson may be entitled to maintain a chairperson's office at the Company's expense and also allowed reimbursement of expenses incurred in the performance of his/her duties.	The Company has an Executive Chairperson.
2	Shareholder Rights : A half yearly declaration of Financial performance including summary of the significant events in last six months may be sent to each household of shareholders.	As the half yearly results are published in English newspapers having wide circulation all over India and in a Marathi newspaper (having circulation in Mumbai), the same are not sent to the shareholders of the Company. Annual audited financial results are taken on record by the Board and then published in newspapers as aforesaid and also communicated to the shareholders through the Annual report. Further the financial results and significant events, if any, are communicated by the Company to the Stock Exchange and are also uploaded on its website i.e. <a href="http://www.ashapura.com">www.ashapura.com</a>
3	Modified opinion(s) in audit report	The Company is in the regime of unqualified financial statements.
4	Separate posts of Chairperson and the Managing Director or the Chief Executive Officer	The Company has appointed separate persons to the post of Chairperson and Chief Executive Officer. The Board of Directors and Shareholders had approved an Executive Director to be the Chairperson of the Company.
5	Reporting of Internal Auditor	The Internal Auditor reports directly to the Audit Committee and attends the Audit Committee meetings and interacts directly with the Audit Committee members.

- e. The details of commodity risk are given in Management Discussion & Analysis Report and the details of foreign exchange risk of the Company are disclosed in Note No. 32 to the Standalone Financial Statements forming part of this Annual Report.
- f. 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.
- g. Details of Utilization of Funds raised through Preferential Allotment: - During the year 2022-2023 company had raised funds through preferential allotment of 40,40,000 Convertible warrants at Rs. 95.96 per warrant to be converted into Equity Shares to Shri. Manan Shah and M/s Ashapura Industrial Finance Limited. Out of the total proceed the Company has received 25% of the price per warrant on allotment which were utilised by the Company for general corporate purpose i.e. to cater the need of working capital requirement of the company as a part of financial strategy.
- h. 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>.
- i. Details of Material Subsidiaries:

Sr. No.	Name of Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor	Date of Appointment of Statutory Auditor
1.	Ashapura International Limited	18/12/1989	Mumbai	Sanghavi & Co.	26-09-2019
2.	Bombay Minerals Limited	24/01/1953	Ahmedabad	Sanghavi & Co.	28-09-2019

Pursuant to regulation 24A, the secretarial Audit report of Company's material unlisted subsidiaries incorporated in India has been attached as Annexure I & II.

- j. 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. The said certificate has been attached.



k. Fees Paid to Statutory Auditors:

The details of fees paid by the Company to the Statutory Auditor is mentioned in Note No. 29 of the Standalone Financial Statements.

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

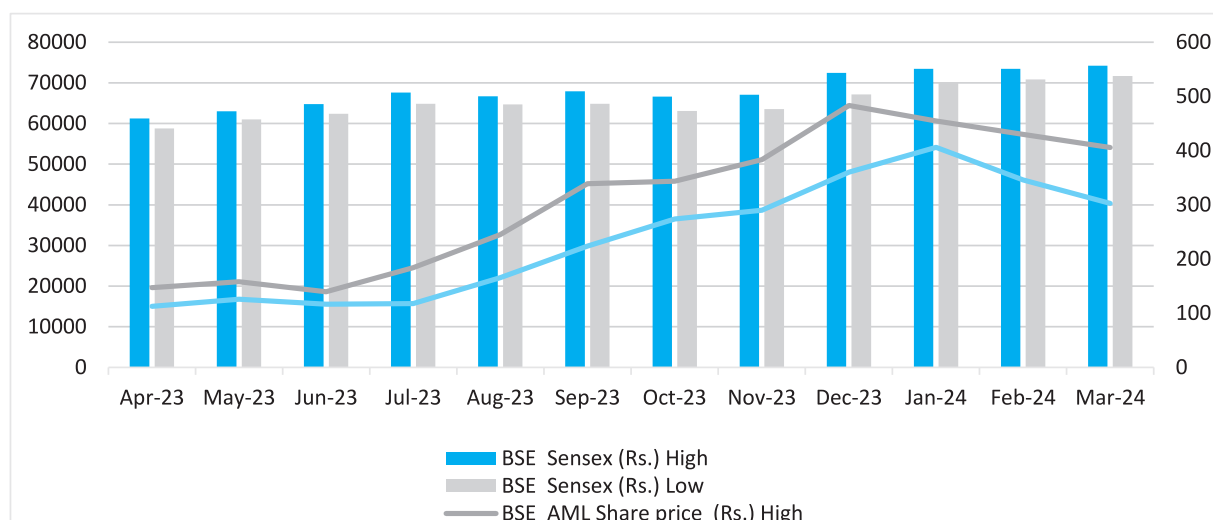
The details have been disclosed in the Directors Report forming part of this Annual Report.

l. Disclosure regarding any 'Loans and Advances' in the nature of loans to firms/companies in which directors are interested by the Company or any of it's subsidiaries is mentioned in Note no 6 to the Accounts for the year under review.

**Market Price data:**

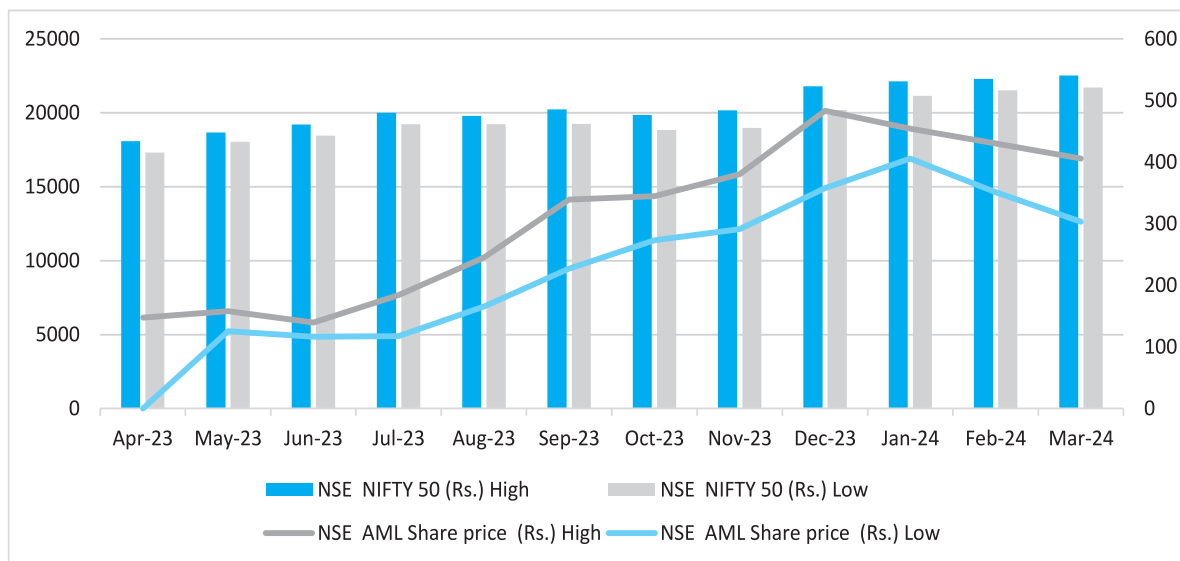
Period	BSE Limited					National Stock Exchange of India Limited				
	Sensex (Rs.)		AML Share price (Rs.)		Traded Volume	Nifty 50 (Rs.)		AML Share price (Rs.)		Traded Volume
	High	Low	High	Low		High	Low	High	Low	
Apr-23	61209.46	58793.08	147.35	112.65	30,656	18089.2	17312.8	147.4	112.50	110,18,000
May-23	63036.12	61002.17	157.90	125.75	27,334	18662.5	18042.4	158.00	125.65	118,26,000
Jun-23	64768.58	62359.14	139.60	116.40	17,440	19201.7	18464.6	139.30	116.5	81,38,000
Jul-23	67619.17	64836.16	183.80	117.60	31,419	19991.9	19234.4	183.95	117.40	163,52,000
Aug-23	66658.12	64723.63	245.00	165.80	54,934	19795.6	19223.7	244.90	165.40	208,81,000
Sep-23	67927.23	64818.37	339.00	223.80	58,800	20222.5	19255.7	339.00	227.3	165,06,000
Oct-23	66592.16	63092.98	343.80	273.60	7,176	19849.8	18837.9	344.70	273	40,35,000
Nov-23	67069.89	63550.46	383.30	290.00	6,305	20158.7	18973.7	380.00	291.00	42,72,000
Dec-23	72484.34	67149.07	483.25	360.00	11,765	21801.5	20183.7	483.20	357.75	40,41,000
Jan-24	73427.59	70001.6	454.70	406.00	18,913	22124.2	21137.2	454.30	405.65	37,22,000
Feb-24	73413.93	70809.84	430.00	346.05	17,995	22297.5	21530.2	430.00	351.00	40,08,000
Mar-24	74245.17	71674.42	405.70	302.40	10,017	22526.6	21710.2	405.45	302.9	32,03,000

**Share Performance of the Company in comparison to BSE Sensex**



# Ashapura Minechem Limited

## Share Performance of the Company in comparison to NSE Nifty:



## 9. 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.

## 10. UNCLAIMED SUSPENSE DEMAT ACCOUNT:

In accordance with the Regulation 39 of the Listing Regulations, the Company has Unclaimed Suspense Demat Account with Stock Holding Corporation of India Limited and whenever any request for said unclaimed shares are received, equity shares either in electronic or physical forms are issued to the claimant concerned after debiting said Demat Account.

Particulars	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and the outstanding shares in the suspense account lying as on 1 <sup>st</sup> April, 2023	38	37000
Shareholders who approached the Company for transfer of shares from suspense account during the year	NIL	NIL
Shareholders to whom shares were transferred from the suspense account during the year	NIL	NIL
Shares transferred to Demat Account of IEPF Authority during the year	NIL	NIL
Aggregate number of Shareholders and the outstanding shares in the suspense account lying as on 31 <sup>st</sup> March, 2024	38	37000

The voting rights on the said shares shall remain frozen till the rightful owners of such shares claim the shares.

**"TABLE A"**  
**DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2024**

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
1-500	25834	83.0382	2777407	3.0359
501-1000	2185	7.0232	1789069	1.9556
1001-2000	1363	4.3811	2160150	2.3612
2001-3000	522	1.6779	1342565	1.4675
3001-4000	244	0.7843	884155	0.9664
4001-5000	200	0.6429	946464	1.0345
5001-10000	350	1.125	2588189	2.8291
10001 & above	413	1.3275	78998099	86.3498
<b>TOTAL</b>	<b>31111</b>	<b>100</b>	<b>91486098</b>	<b>100</b>



**"TABLE B"**  
**CATEGORY-WISE DISTRIBUTION AS ON 31<sup>ST</sup> MARCH, 2024**

Categories	Total No. of Shares	No. of Shareholders (Pan Clubbed)	% of Holdings
<b>A) Promoters Holding</b>			
Individuals	26563454	6	29.04
Bodies Corporate	14958774	4	16.35
<b>Total (A) ..</b>	<b>41522228</b>	<b>10</b>	<b>45.39</b>
<b>B) Public Holding</b>			
<b>1) Institutions (Domestic)</b>			
a. Mutual Fund	330228	2	0.36
b. Alternate Investment Funds	99785	2	0.11
c. Banks	8000	2	0.01
d. NBFCs registered with RBI	16600	2	0.02
<b>Total (B)(1)</b>	<b>454613</b>	<b>8</b>	<b>0.50</b>
<b>2) Institutions (Foreign)</b>			
a. Foreign Portfolio Investors (Corporate) I	14148996	32	15.47
b. Foreign Portfolio Investors (Corporate) II	1586071	1	1.73
c. Foreign Mutual Fund	40750	1	0.04
<b>Total (B)(2)</b>	<b>15775817</b>	<b>34</b>	<b>17.24</b>
3) Central Government/ State Government(s)	0	0	0.00
<b>Total (B)(3)</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>4) Non-Institutions</b>			
a. Directors and their relatives (excluding Independent Directors and nominee Directors)	1007	1	0.00
b. Key Managerial Personnel	1144	1	0.00
c. Investor Education and Protection Fund	1200	1	0.00
d. Public	24433377	28622	26.71
e. Non-Resident Indians (NRIs)	1541281	450	1.68
f. Bodies Corporate	6006672	295	6.57
g. Any Other:			
Body Corporate - Ltd Liability Partnership	227349	22	0.25
Hindu Undivided Family	1518911	966	1.66
Clearing Members	1997	3	0.00
Market Maker	2	1	0.00
Other (Independent Director)	500	1	0.00
<b>Total (B)(4)</b>	<b>33733440</b>	<b>30363</b>	<b>36.87</b>
<b>Total (B) = (B)(1) + (B)(2) + (B)(3) + (B)(4)</b>	<b>49963870</b>	<b>30405</b>	<b>54.61</b>
<b>Grand Total .. ..</b>	<b>91486098</b>	<b>30415</b>	<b>100.00</b>

For and on Behalf of the Board of Directors

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

Sd/-  
**HEMUL SHAH**  
EXECUTIVE DIRECTOR & CEO  
(DIN: 00058558)

Date: 13<sup>TH</sup> August, 2024  
Place: Mumbai



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

[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 International Limited**  
CIN U14108MH1989PLC054664  
Jeevan Udyog Bldg., D.N.Road,  
Fort, Mumbai – 400001.

I have conducted the Secretarial Audit of compliance of applicable Statutory Provisions and the adherence to good corporate practices by Ashapura International Limited (CIN U14108MH1989PLC054664) (hereinafter called "the Company"). The Company is a Wholly Owned Material Subsidiary of Ashapura Minechem Limited, a listed entity. 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 the physical and online verification of the Company's books, papers, minutes, statutory registers, records, forms and returns filed with the Registrar of Companies ('the ROC') and other 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, the explanations and clarifications given and the representations made by the Management I hereby report that in my opinion, the Company during the audit period covering the financial year 1st April, 2023 to 31st March, 2024, ("audit period") 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 books, papers, minutes, statutory registers, records, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the applicable provisions of :

- (i) The Companies Act, 2013 (the Act) and the Rules made there under; as also Secretarial Standards 1 & 2 Issued by the Institute of Company Secretaries of India.
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iii) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 {limited to the provisions pertaining to a Wholly Owned Material Subsidiary}
- (iv) 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 March 31, 2024:-
  - 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;
  - c) The Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - e) The Securities & Exchange Board of India (Issue & listing of Debt securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
  - g) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - h) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - i) 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;
  - j) Foreign Exchange Management Act, 1999 & the Rules & Regulations made there under
- (v) I further report that, based on the discussion had with the Management and the Management Representation Letter furnished, the Company has inter-alia complied with the following laws:
  - (a) Factories Act, 1948
  - (b) Industrial Disputes Act, 1947
  - (c) The Payment of Wages Act, 1936
  - (d) The Minimum Wages Act, 1948
  - (e) Minimum wages rule – 1950 (Central)
  - (f) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
  - (g) The Payment of Bonus Act, 1965
  - (h) The Payment of Gratuity Act, 1972
  - (i) The Contract Labour (Regulations & Abolition) Act, 1970
  - (j) The Maternity Benefit Act, 1961
  - (k) Child Labour (Prohibition and Regulation) Act, 1986
  - (l) The Industrial Employment (Standing Orders) Act, 1946
  - (m) The Employees' Compensation Act, 1923
  - (n) The Apprentices Act, 1961
  - (o) Equal Remuneration Act, 1976
  - (p) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
  - (q) Mines Act, 1952
  - (r) Metalliferous Mines Regulations, 1961
  - (s) Mine Rule -1955
  - (t) Mines Vocational Training Rule - 1966
  - (u) Gujarat Minor Mineral concession rule 2017
  - (v) Hazardous Wastes (M&H) Rules
  - (w) Environment Protection Rules, 1986
  - (x) Water (Prevention & Control) of Pollution Act, 1974
  - (y) Air (Prevention & Control) of Pollution Act, 1981
  - (z) Customs Act, 1962



I further report that I have relied on the Statutory Auditor's Reports in relation to the financial statements and accuracy of financial figures for Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Indian Accounting Standard 24 & note on foreign currency transactions during the audit period and I have not verified the correctness and appropriateness of the books of accounts of the Company.

I further report that:-

1. The Board of Directors of the Company is duly constituted as on 31st March, 2024. There was no change in the Board of Directors during the year under review.

The following changes in the Board of Directors occurred from 1st April, 2024 upto the date of this Report:

- At the Annual General Meeting of the Company held on 29th September 2023, Mr. Pundarik Sanyal (DIN 01773295) was reappointed as an Independent Director of the Company for a term of 5 years w.e.f. 31st May, 2024.
- Mrs. Geetha Nerurkar (DIN: 02675184) was reappointed as an Executive Director of the Company at the Meeting of Board of Directors held on 13th February, 2024, for a further period of 1 year with effect from 1st April, 2024 to 31st March, 2025, subject to the approval of shareholders.

However, she resigned from the Directorship of the Company w.e.f. 28th June, 2024.

- Mrs. Chaitali Salot (DIN 02036868) was appointed as an Additional Director of the Company w.e.f. 28th June, 2024.
  - Mr. Avijit Mukherjee (DIN 06700344) was appointed as an Additional Director of the Company w.e.f. 28th June, 2024. Subsequently he was designated as a Whole Time Director of the Company from the said date, subject to the approval of shareholders.
2. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities;
  3. As per the information provided, the company has prima facie given adequate notice in respect of the Board Meetings, agenda & detailed notes on agenda were sent in advance. Further as per the information provided and observed, majority decisions are carried unanimously while the dissenting members' views, if any, are captured & recorded as part of the minutes.
  4. the Company has obtained all necessary approvals under various provisions of the Act where necessary;
  5. the Company during the year under review, acquired 50,35,000 fully paid-up equity shares of Rs. 10 each/- (entire share capital) of M/s Aeon Procure Private Limited (Aeon) at an aggregate value of Rs. 12,00,00,000/- (Rupees Twelve Crores) from M/s. Ashok Alco Chem Limited (now known as Aeonx Digital Technology Limited), Group Company. Thereby making Aeon the Wholly Owned Subsidiary of the Company w.e.f. 1st January, 2024.
  6. there was no prosecution initiated against or show cause notice received by the Company during the year under review under the Companies Act and rules, regulations and guidelines under these Acts.
  7. the Company's Management and Board of Directors are also responsible for establishing and maintaining adequate systems and process, commensurate with the size and operations of the Company to identify, monitor and ensure compliances with the applicable laws, rules, regulations and guidelines, subject to observations and qualifications, if any made by the Statutory Auditors in their report.
  8. the Management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department.

I report the following OBSERVATION during the Audit:

1. The Company has complied with provisions of Section 185 and 186 of the Act in respect of loans, Investment made, guarantees and security given, to the extent applicable, except that no interest is charged on unsecured loans granted to a fellow subsidiary company.
2. The Company has not accepted and deposits or deemed deposits within the meanings of Sections 73 to 76 of the Act and the Rules thereunder except for advances from customers aggregating to Rs.788.85 lakhs, which, in the opinion of the management, are accepted in the ordinary course of business.

I further report that during the audit period the Company had no specific events like Public/Right/Preferential issue of shares/debentures/sweat equity, Issue of equity shares under Employee Stock Option Scheme; Redemption / Buy- back of securities; Merger / Amalgamation / Reconstruction; Foreign Technical Collaborations, etc.

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 the 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. I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. 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.
6. 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.
7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Place: Mumbai  
Date: 13<sup>th</sup> August, 2024

**Dipti Gohil**  
**ACS No -14736**  
**COP No - 11029 P. R. No. 2026/2022**  
**UDIN : A014736F000965851**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

[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,  
**Bombay Minerals Limited**  
CIN - U14100GJ1953PLC000699  
Dwarka High way Opp. Ashok Petrol Pump,  
Khambalia, Jamnagar – 361001.

I have conducted the Secretarial Audit of compliance of applicable Statutory Provisions and the adherence to good corporate practices by Bombay Minerals Limited [CIN - U14100GJ1953PLC000699] (hereinafter called "the Company"). The Company is a Wholly Owned Material Subsidiary of Ashapura Minechem Limited, a listed entity. 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 physical and online verification of the Company's books, papers, minutes, statutory registers, Records, forms and returns filed with the Registrar of Companies ('the ROC') and other 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, the explanations and clarifications given and the representations made by the Management I hereby report that in my opinion, the Company during the audit period covering the financial year 1st April, 2023 to 31st March, 2024, ("audit period") 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 books, papers, minutes, statutory registers, records, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under; as also Secretarial Standards 1 & 2 Issued by the Institute of Company Secretaries of India.
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iii) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 {limited to the provisions pertaining to a Wholly Owned Material Subsidiary}
- (iv) 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 March 31, 2024:-
  - a) The Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018;
  - b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - c) The Securities and Exchange Board of India (Issue & listing of Debt securities) Regulations, 2008;
  - d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - f) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
  - i) 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;
  - j) Foreign Exchange Management Act, 1999 & the Rules & Regulations made there under.
- (v) I further report that, based on the discussion had with the Management and the Management Representation Letter furnished, the Company has inter-alia complied with the following laws:
  - (a) Industrial Disputes Act, 1947
  - (b) Factories Act, 1948
  - (c) The Payment of Wages Act, 1936
  - (d) The Minimum Wages Act, 1948
  - (e) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
  - (f) The Payment of Bonus Act, 1965
  - (g) The Payment of Gratuity Act, 1972
  - (h) The Contract Labour (Regulations & Abolition) Act, 1970
  - (i) Mines Act, 1952
  - (j) Metalliferous Mines Regulations, 1961
  - (k) Water (Prevention & Control) of Pollution Act, 1974
  - (l) Air (Prevention & Control) of Pollution Act, 1981
  - (m) Customs Act, 1962
  - (n) Hazardous Wastes (M&H) Rules
  - (o) Environment Protection Rules, 1986
  - (p) Mineral Conservation & Development Rules, 1988
  - (q) The Maternity Benefit Act, 1961
  - (r) The Child Labour (Prohibition and Regulation) Act, 1986
  - (s) The Industrial Employment (Standing Orders) Act, 1946
  - (t) The Employees Compensation Act, 1923
  - (u) The Apprentices Act, 1961
  - (v) Equal Remuneration Act, 1976
  - (w) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959



I further report that I have relied on the Statutory Auditor's Reports in relation to the financial statements and accuracy of financial figures for Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Indian Accounting Standard 24 & note on foreign currency transactions during the audit period and I have not verified the correctness and appropriateness of the books of accounts of the Company.

I further report that: -

1. The Board of Directors of the Company is duly constituted as on 31st March, 2024. During the during the year under review and upto the date of this Report, the following changes took place:
  - a) Mr. Abhilash Munsif (DIN 02773542) ceased to be the Director of the Company w.e.f. 1st November, 2023 due to his demise.
  - b) Mr. Pundarik Sanyal (DIN 01773295) was appointed as an Additional Director Non-Executive and Independent) of the Company w.e.f. 13th February, 2024, for a period of 5 years, subject to approval of the shareholders.
2. the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities;
3. As per the information provided, the company has prima facie given adequate notice in respect of the Board Meetings, agenda & detailed notes on agenda were sent in advance. Further as per the information provided and observed, majority decisions are carried unanimously while the dissenting members' views, if any, are captured & recorded as part of the minutes.
4. the Company has obtained all necessary approvals under various provisions of the Act where necessary;
5. there was no prosecution initiated against or show cause notice received by the Company during the year under review under the Companies Act and rules, regulations and guidelines under these Acts.
6. the Company's Management and Board of Directors are also responsible for establishing and maintaining adequate systems and process, commensurate with the size and operations of the Company to identify, monitor and ensure compliances with the applicable laws, rules, regulations and guidelines, subject to observations and qualifications, if any made by the Statutory Auditors in their report.
7. the Management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department.

I report the OBSERVATIONS during the Audit:

- 1) The Company has complied with provisions of Section 185 and 186 of the Act in respect of loans, Investment, guarantees and security, to the extent applicable, except that no interest is charged on unsecured loans granted to a subsidiary company.
- 2) The Company has not accepted and deposits or deemed deposits within the meanings of Sections 73 to 76 of the Act and the Rules thereunder except for the advances from customers aggregating to Rs. 362.73 Lakhs, which in the opinion of the Management are accepted in the ordinary course of business.

I further report that during the audit period the Company had no specific events like Public/Right/Preferential issue of shares/debentures/sweat equity, Issue of equity shares under Employee Stock Option Scheme; Redemption/Buy-back of securities; Merger/ Amalgamation/Reconstruction; Foreign Technical Collaborations, etc.

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 the 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. I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. 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.
6. 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.
7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Place: Mumbai  
Date: 12<sup>th</sup> August, 2024

**Dipti Gohil**  
**ACS No -14736**  
**COP No - 11029**  
**P. R. No. 2026/2022**  
**UDIN : A014736F000950473**

# Ashapura Minechem Limited

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
**Ashapura Minechem Limited**  
Jeevan Udyog Bldg., 3<sup>rd</sup> Floor, 278, D.N. Road, Fort  
Mumbai - 400001, Maharashtra, India.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Ashapura Minechem Limited** (hereinafter referred to as "the Company"), having CIN: L14108MH1982PLC026396 and having registered office at Jeevan Udyog Bldg., 3<sup>rd</sup> Floor, 278, D. N. Road, Fort, Mumbai - 400001, Maharashtra, India, produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)), as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31<sup>st</sup> March, 2024 have been disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs:

Sr. No.	Name of the Directors	DIN	Date of Appointment at current Designation	Original Date of Appointment
1	Chetan Navnitlal Shah	00018960	24/10/2022	19/02/1982
2	Harish Narendra Motiwalla	00029835	22/09/2009	29/07/2009
3	Pundarik Sanyal	01773295	29/09/2016	09/02/2016
4	Hemul Ramesh Shah	00058558	16/02/2023	30/12/2020
5	Himani Chetan Shah	02467277	30/12/2020	10/02/2020
6	Neeta Sunil Shah	07134947	30/12/2020	11/11/2020

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai  
Date: 06/05/2024

**Virendra G. Bhatt**  
**Practicing Company Secretary**  
**ACS No.: 1157 / COP No.: 124**  
**Peer Review Cert. No.: 1439/ 2021**  
**UDIN : A001157F000311863**



## INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of  
**ASHAPURA MINECHEM LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by Ashapura Minechem Limited ("the Company") for the year ended 31st March, 2024 as stipulated in regulations 17 to 27 and clause (b) to (i) of regulation 46 (2) and para C, D and E of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations").

### Managements' Responsibility

2. 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.

### Auditors' Responsibility

3. 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.
4. We have examined the books of account and relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("the ICAI") and Standards on Auditing specified under section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March, 2024.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### Restriction on Use

9. The certificate is addressed and provided to the members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

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

**PRASHANT VORA**  
Partner  
Membership No. 034514  
UDIN: 24035414BKHJ5U4085

Place: Mumbai  
Date: 13th August, 2024

## 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, 2024, 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/-  
Hemul Shah  
Executive Director & CEO

Place : Mumbai  
Date : 13th August, 2024

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW:

This report is an integral part of the Board’s Report and covers management perspective on economic environment, industrial scenario, business performance, opportunities, threats, risks & concern, internal control etc. during the Financial Year 2023-24. This should be read in conjunction with the Company’s Financial Statements, the schedules and notes thereto and other information included elsewhere in the Annual Report.

ECONOMIC ENVIRONMENT:

Over the last year, the global economy showed resilience despite geopolitical conflicts, persistently high interest rates, and a slowdown in demand. Concerns about a potential recession in major economies like the US and the EU were disproven over the year. Initially, the IMF projected a global economic growth rate of 3.1% for 2023 in its January 2024 outlook, but this was later revised upward to 3.2% in April 2024.

Global inflation has been decreasing more rapidly than expected, dropping from 8.7% in 2022 to 6.8% in 2023, with a further decline to 5.9% anticipated in 2024, according to the IMF. While headline inflation has significantly decreased from its unprecedented peaks, core inflation remains stubbornly high, necessitating strict vigilance by central banks to bring it down to target levels. In many countries, inflation levels have stayed above targets, compelling central banks to maintain a tight monetary policy stance throughout the year.

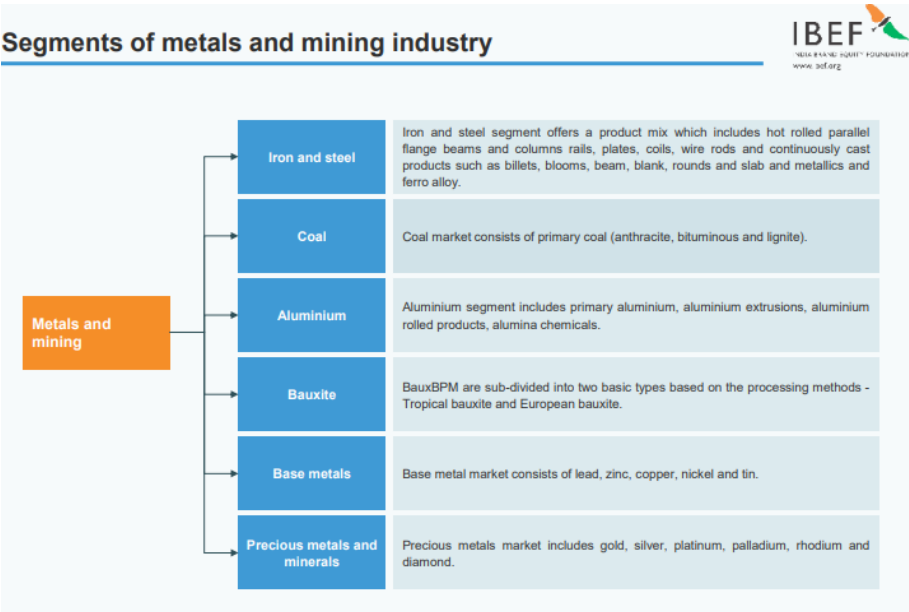
The global economy also faced the challenge of high borrowing costs due to persistently high interest rates. Despite this, the prospect of financial conditions easing has led to an upswing in equity markets, though uncertainty remains about when interest rates might be reduced. Financial market sentiments have been volatile, influenced by shifting expectations of an early policy pivot by central banks in advanced economies. Central banks have exercised caution, pausing interest rate hikes to fully assess the impact of their tight monetary policies. This cautious approach has resulted in subdued commodity demand and softened prices in 2024.

INDUSTRY SCENARIO:

In February 2024, the Union Cabinet approved the amendment to the Mines and Minerals (Development and Regulation) Act, 1957 specifying royalty rates for 12 critical minerals, thus completing the rationalization process for all 24 strategic minerals. This move aims to streamline the mining sector and auction processes, aligning with recent amendments to the MMDR Amendment Act, 2023.

The index of mineral production for the month of March 2024 was 156.1, which is 1.2% higher as compared to the level in the month of March 2023. The index for the entire FY 2023-24 has increased by 7.5% over FY 2022-23. Some of the non-fuel minerals showing positive growth during the month of March 2024 as compared to the corresponding month of the previous year are Copper Concentrate, Gold, Manganese Ore, Diamond, Graphite, Kyanite, Sillimanite, Limeshell, Limestone, Magnesite, etc.

There is a significant scope for new mining capacities in iron ore, bauxite and coal and considerable opportunities for future discoveries of sub-surface deposits. Infrastructure projects continue to provide lucrative business opportunities for steel, zinc, and aluminium producers. Iron and steel make up a core component for the real estate sector. Demand for these metals is set to continue given strong growth expectations for the residential and commercial building industry.



<https://www.ibef.org/industry/metals-and-mining>





## OPPORTUNITIES:

India has the world's seventh-largest reserve base of bauxite and fourth-largest base of iron ore, which accounts for about 7% and 11% of the total world production, respectively.

In 2023, the mineral's demand is likely to increase by 3%, driven by expanded electrification and overall economic growth in India.

Housing, infrastructure and transportation will boost demand for iron ore, bauxite, copper, limestone, chromium, zinc, etc.

Rapid industrial development is projected to double domestic demand for iron ore, bauxite, zinc, copper, nickel, etc., by 2030.

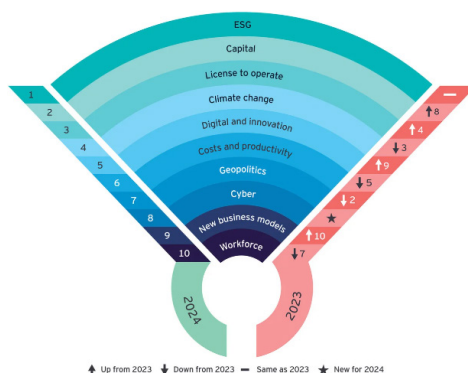
The growing utilization of aluminium in worldwide initiatives to reduce carbon emissions, including in electric vehicles and solar panels, is advantageous for the company's bauxite operations.

The adoption of advanced technologies, automation, and data analytics, presents significant opportunities for the mining and metals sector.

<https://www.drishtiiias.com/daily-updates/daily-news-editorials/india-s-mining-potential#:~:text=India's%20mining%20industry%20has%20the,raw%20materials%20at%20reasonable%20rates.>

## THREATS:

The mining industry faces economic and geopolitical risks, as global economic conditions and geopolitical events can influence resource demand and commodity prices. Since mining companies operate worldwide, unexpected changes in these factors can significantly affect their operations.



## FINANCIAL PERFORMANCE:

Regulatory uncertainty, supply chain disruptions, geopolitical instability, and climate change risks require careful planning and adaptability from industry players.

The shift towards sustainable mining practices and stricter environmental standards can pose challenges for the industry.

## FINANCIAL PERFORMANCE:

The Financial Statements for the year ended 31st March, 2024, 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 recognized accounting practices and policies to the extent applicable.

For the financial year ended 31st March, 2024, at Standalone level, the Income from Operations and other income stood at Rs.34,653 lakhs while total expenses amounted to Rs. 27,003 lakhs which resulted into Net Profit of Rs. 16,645 lakhs. At Consolidated level, the Income from Operations and other income stood at Rs. 2,71,562 Lakhs and those total expenses stood at Rs. 2,55,600 Lakhs which resulted into Net profit of Rs. 28,170 Lakhs. As compared to FY 2022-23, the Company's consolidated revenues in FY 2023-24 increased by 41.66%, while profit after tax rose by 156.72%.

## OUTLOOK:

### Indian Economy Outlook:

India's economic outlook remains positive and it is poised to become the third largest economy in the world, with a GDP of US\$ 5 trillion by FY 2027-28. The support of infrastructure spending, efforts to build a manufacturing ecosystem, and strong consumer and business sentiments have become the fundamental drivers of the growth. The global concerns related to the supply chain disruption, high logistics cost, escalation of the geo-political crisis and volatility in global financial markets pose a downside risk, however, the Indian economy is well-positioned to navigate forthcoming uncertainties due to its robust domestic demand. The RBI is expecting inflation to moderate to an average of 4.5% in FY 2024-25, under the upper tolerance limit of 6% but still above the comfort level of 4%.

# Ashapura Minechem Limited

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## Market Overview:

FY 2023-24 presented a dynamic environment for the aluminium market. While the early part of the year witnessed LME prices adjusting to US\$ 2,100/tonne by June 2023 due to global macroeconomic factors, the market demonstrated resilience. Despite ongoing geopolitical tensions and economic headwinds, including the ongoing Russia-Ukraine war, the European energy crisis, and global inflation, metal prices remained relatively stable throughout most of the year.

## Company Outlook:

Your Company anticipates growth in its bauxite and bentonite sectors. Consistent demand from China is a positive indicator for the Company. Moreover, increasing demand for Aluminium, especially driven by the EV industry, bodes well for miners of bauxite, which is critical in manufacturing of aluminium.

Additionally, the Guinea market is expected to expand in the coming years, which will benefit the company in the long term and specifically in the upcoming fiscal year 2025. The Company's ABB Boffa Port ('Ashapura Boffa Bauxite') in Guinea is now fully commissioned; this is the third captive port which will substantially enhance the Company's ability to export Bauxite in the forthcoming period. Access to captive port infrastructure will lead to significant reduction in port handling cost and enhance export volumes. With an existing facility in Guinea, the Company is well positioned to capitalize on the emerging opportunities globally.

The Company is considering an expansion of its Kaolin, Silica & Quartz businesses via technical and financial tie-ups with reputed European majors. The Company is also evaluating the expansion of its resource base beyond the State of Gujarat in India, primarily in ceramic raw materials.

## RISK & CONCERNS:

The mining industry continues to face numerous challenges, including commodity cycles, environmental risks and regulatory compliance issues. However, the company has an efficient risk management system in place.

Any instability in major commodity-consuming Asian markets like India and China could have a significant impact on the demand for the company's products.

## INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:

In keeping with the size and nature of its business and complexity of its operations, commensurate internal control procedures are implemented by the Company. The guidelines are set by the Audit Committee Members and Board of Directors who are responsible for the internal control system. They carry out periodic reviews of the internal audit plan, verify the adequacy of the control system, marks its audit observations, and monitors the sustainability of the remedial measures.

On the recommendation of the Audit Committee, the Company appointed M/s Atul HMV & Associates LLP as the Internal Auditors of the Company for the financial year 2023-24. Observations made in internal audit reports on business processes, systems, procedures and internal controls and implementation status of recommended remedial measures by the Internal Auditors, are presented quarterly to the Audit Committee.

The Company's internal control system is designed to ensure management efficiency, measurability and verifiability, reliability of accounting and management information, compliance with all applicable laws and regulations, and the protection of the Company's assets. This is to timely identify and manage the Company's operational, compliance-related, economic and financial risks.

## RESEARCH & DEVELOPMENT:

Company's Research and Development (R&D) capabilities are playing an important role towards furthering your company's vision and goals. Its Knowledge & Innovation Center at Bhuj, Gujarat, has come up with several marketable world-class value-added products. During the year, the R&D Centre has done extensive work on advanced refractory materials and on certain B2C value-added products.

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:

Human Resource is Company's greatest asset and your Company believe that in the roadmap for building the future, employee involvement is crucial to be continually creative and drive organizational excellence. The organizational excellence depends on the quality of people employed. Therefore, your Company focus on the culture of recognition, innovation in technology, engagement of right people for the right job and process improvements. Your company's ethics, principles and ideals have fostered a positive work culture among the employees across all its plants and offices. The employees are treated with respect and dignity at all times and senior management is easily accessible for counseling and redressal of grievances. Your Company had a dedicated human asset of over 330 employees spread across locations in the organization as on 31st March, 2024.



## KEY FINANCIAL RATIOS:

The Key Financial Ratios for FY 2023-2024 and FY 2022-2023, along with explanation for significant changes (change of 25% or more) are as follows:

Sr. No.	Particulars	2023-2024	2022-2023	% change
1	<b>Debtors turnover Ratio (Days)*</b> Avg. Debtors/Sale	136	222	39%
2	<b>Inventory turnover Ratio (Days)</b> Cost of goods sold/Avg. Inventory	168	204	18%
3	<b>Interest coverage ratio**</b> (EBIT: Profit before Exceptional Item and tax + interest on borrowing) / Interest Expenses	5.03	0.42	1098%
4	<b>Current ratio</b> Current assets /Current Liability	1.89	1.61	17%
5	<b>Operating Profit Margin **</b> (EBIT- other Income) /Net revenue from Operation	26%	-11%	336%
6	<b>Net Profit Margin **</b> (Net Profit /Revenue from Operation)	28%	-3%	976%
7	<b>Return on Net worth **</b> (Net Profit /Average net worth )	142%	-20%	821%
8	<b>Debts Equity Ratio***</b> Total debts /Shareholders fund	0.22	1.58	86%

Notes:

Exceptional items are excluded from net profit.

\* Due to increase in sales by 50% during the financial year 23-24 compared to previous year.

\*\* Due to significant increasing in other operational income and reduction in selling & distribution overheads, Profit has increased by 1411% during the financial year 23-24 compared to 22-23.

\*\*\* Due to profit for the year resulting in increase in shareholders' fund.

## 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)

Sd/-  
**HEMUL SHAH**  
EXECUTIVE DIRECTOR & CEO  
(DIN: 00058558)

Place: Mumbai

Date: 13th August, 2024

E & OE regretted

## **BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT FY 2023-24**

### **About The Company**

Ashapura Minechem Ltd. stands as a premier provider of multi-mineral solutions globally, leveraging extensive mineral reserves and advanced manufacturing facilities to cater to various industries. With operations spanning across India and seven additional countries, the Company has established itself as a key player in Bentonite, Minerals and Refractory Raw Materials segments. Leveraging a workforce of 2,800 individuals and a strong commitment to quality and tailored mineral solutions, Ashapura Minechem Ltd. has earned the trust of multinational clients in over 70 countries. Our vision is to become a global leader in industrial minerals, delivering sustainable solutions while enriching the lives of stakeholders worldwide.

Ashapura Minechem Ltd. places a strong emphasis on sustainability and environmental stewardship, as evidenced by our participation in initiatives towards energy conservation efforts. Additionally, the Company actively engages in community development through the Ashapura Foundation, supporting rural development, cultural preservation and educational initiatives. As a preferred supplier to multinational corporations in more than 70 countries, Ashapura Minechem Ltd. has showcased its dedication to transparency and responsible business practices.

On these lines, the Company presents the 'Business Responsibility & Sustainability Report' (BRSR) of the Company for FY 2023-24, pursuant to Regulation 34(2) (f) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In an endeavour to go beyond and above the statutory requirements of disclosing and describing the initiatives taken by the Company through this reporting mechanism, the Company feels it is necessary to chart out its journey so far and ahead in alignment with the globally accepted ESG principles like UNSDGs. The data presented in this report for previous years has been rationalised wherever necessary.

In this report, the words – 'The Company', 'Ashapura', 'We', 'Our' are used interchangeably to denote Ashapura Minechem Ltd, Ashapura International Limited and Ashapura Perfoclay Limited.



## OUR PRODUCTS

### Bauxite

Ashapura stands at the forefront as a prominent worldwide provider of Bauxite and Aluminous Laterite, essential for Aluminium production. Renowned for its Gibbistic bauxites, Ashapura facilitates efficient processing at lower temperatures, catering to various stages of production. With extensive expertise in chemical, mineralogical, and metallurgical assessment, coupled with robust logistical capabilities handling over 10 million tons of exports annually, Ashapura dominates the global Bauxite supply chain.

Our Bentonite offerings serve diverse industries, spanning from traditional applications like Iron Ore Pelletisation, Drilling, Metal Casting, and Construction to value-added sectors such as paper, detergents, and Animal feed. With certifications like ISO 14001:2004 for Environmental management, OHSAS 18001:2007 for Health and Safety, and CGMP for Good Manufacturing Practice, our commitment to quality and compliance is evident.

### Bentonite

### Kaolin

Over the past forty years, Ashapura's Kaolin offerings have evolved in versatility and refinement. The group's cutting-edge Kaolin processing facility in Bhuj stands as the largest in Western India, generating numerous grades of both hydrous and calcined Kaolin, showcasing its commitment to excellence and innovation in the industry.

Ashapura's naturally sourced limestone possesses exceptional purity and optical qualities, making it ideal for various uses like paint, polymer, and paper applications. Through meticulous grinding, Ashapura ensures its limestone delivers superior performance in polymer and paint formulations. Distinguished by its high whiteness, brightness, and minimal impurities, Ashapura's limestone deposits offer exclusive characteristics unmatched by others in the industry.

### Limestone

### Silica Sand

Ashapura offers rounded to sub-rounded silica sand grains, naturally ideal for glass and foundry purposes. What distinguishes Ashapura is its ability to process silica sand grains precisely to meet required AFS-GFN specifications for foundries. Through mineral processing techniques like magnetic separation and spiral gravity concentration, Ashapura achieves minimal ferric impurities, catering to advanced glass applications such as thin LED touch screen glasses.

Ashapura specializes in gypsum products tailored for various industries. Our gypsum offerings are meticulously processed to meet the specific requirements of applications such as construction, agriculture, and manufacturing. Utilizing advanced techniques, we ensure the purity and quality of our gypsum, making it ideal for diverse uses. With a commitment to excellence, Ashapura stands out in providing gypsum solutions that cater to the unique needs of our customers.

### Gypsum

### SECTION A: GENERAL DISCLOSURES

#### I. Details of the listed entity:

1. **Corporate Identity Number (CIN) of the Listed Entity** - L14108MH1982PLC026396
2. **Name of the Listed Entity** - Ashapura Minechem Limited
3. **Year of incorporation** - 1982
4. **Registered office address** - Jeevan Udyog Building, 278, 3rd Floor, D. N. Road, Fort, Mumbai – 400001, Maharashtra.
5. **Corporate address** - Jeevan Udyog Building, 278, 3rd Floor, D. N. Road, Fort, Mumbai – 400001, Maharashtra.
6. **E-mail** - cosec@ashapura.com
7. **Telephone** - 22-66651700
8. **Website** - <http://www.ashapura.com/>
9. **Financial year for which reporting is being done** - 2023-24
10. **Name of the Stock Exchange(s) where shares are listed :**

Name of the Exchange	Stock Code
BSE Ltd.	527001
National Stock Exchange of India Ltd.	ASHAPURMIN

11. **Paid-up Capital** - Rs. 18,29,72,196/-
12. **Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report-**  
 Name: Shri Hemul Shah  
 Designation: - Executive Director and CEO  
 Contact Details: 022-66221700  
 Email ID: cosec@ashapura.com
13. **Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together). -**  
 The disclosures in this report are provided on a consolidated basis only for Ashapura Minechem Limited, its wholly-owned subsidiary, Ashapura International Limited (AIL), and its joint venture, Ashapura Perfoclay Limited (APL), unless stated otherwise.
14. **Name of assurance provider** – Not Applicable for the reporting period as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dt. 12 July, 2023
15. **Type of assurance obtained** – Not Applicable for the reporting period as per SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dt. 12 July, 2023

#### II. Products/services

16. **Details of business activities (accounting for 90% of the turnover):**

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Trade	Wholesale Trading	3.16
2.	Manufacturing & Mining and quarrying	Other manufacturing includes jewellery, musical instruments, medical instruments AND Other Mining and Quarrying Activities	96.84

17. **Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Bentonite	Group 239 and 810	48.28
2.	Bleaching Earth	2399	27.81
3.	Bauxite	4662	9.07
4.	Calcined China Clay	2399	6.34
5.	Lavigated China Clay	2399	3.71
6.	GT	2399	2.54
7.	Geosynthetic Clay Liner (GCL)	2399	0.81
8.	Silica	2399	0.75
9.	Others	4662	0.68



### III. Operations

#### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	7 (including mines)	1	8
International	-	-	-

#### 17. Markets served by the entity:

##### a. Number of locations

Locations	Number
National (No. of States & UTs)	4
International (No. of Countries)	7

##### b. What is the contribution of exports as a percentage of the total turnover of the entity?

The Company's contribution of exports is 53.80% of total turnover of the entity.

##### c. A brief on types of customers:

Ashpaura follows a B2B business model, offering multi-mineral solutions to numerous global and Indian industry leaders in fiberglass, paint, cement, and civil engineering sectors.

### IV. Employees

#### 20. Details as at the end of Financial Year:

##### a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	1287	1184	92.00	103	8.00
2.	Other than Permanent (E)	24	24	100.00	0	0.00
3.	Total employees (D + E)	1311	1208	92.14	103	7.86
WORKERS						
4.	Permanent (F)	183	182	99.45	1	0.55
5.	Other than Permanent (G)	573	506	88.31	67	11.69
6.	Total workers (F + G)	756	688	91.01	68	8.99

##### b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	Nil	Nil	Nil	Nil	Nil
2.	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3.	Total differently abled employees (D + E)	Nil	Nil	Nil	Nil	Nil
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	Nil	Nil	Nil	Nil	Nil
5.	Other than permanent (G)	Nil	Nil	Nil	Nil	Nil
6.	Total differently abled workers (F + G)	Nil	Nil	Nil	Nil	Nil



## 21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	2	33.33
Key Management Personnel*	3	0	0.00

\*KMP mean CS (Company Secretary), CFO (Chief Financial Officer) & HR (Human Resource) Head of Ashapura Minechem Ltd.

Note: The Board and KMP represent the BOD and KMP of Ashapura Minechem Ltd. only

## 22. Turnover rate for permanent employees and workers (in percent)

	FY 2023-24			FY 2022-23			FY 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	9.27	8.74	9.23	10.56	5.52	10.24	9.57	15.75	9.95
Permanent Workers	16.45	28.57	16.76	14.14	33.33	14.71	11.09	43.48	11.84

## V. Holding, Subsidiary and Associate Companies (including joint ventures)

### 23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Ashapura International Limited	Subsidiary	100.00	Yes
2.	Bombay Minerals Limited	Subsidiary	100.00	No
3.	Ashapura Aluminium Limited	Subsidiary	100.00	No
4.	Ashapura Consultancy Services Pvt Limited	Subsidiary	100.00	No
5.	Sharda Consultancy Private Limited	Subsidiary	100.00	No
6.	Peninsula Property Developers Private Limited	Subsidiary	100.00	No
7.	Ashapura Resources Private Limited	Subsidiary	100.00	No
8.	Ashapura Claytech Limited	Subsidiary	99.44	No
9.	Ashapura Minechem (UAE) FZE	Subsidiary	100.00	No
10.	Prashansha Ceramics Limited	Subsidiary	51.00	No
11.	Ashapura Holdings (UAE) FZE	Step Down Subsidiary	100.00	No
12.	Ashapura Guinea Resources SARL	Step Down Subsidiary	100.00	No
13.	PT Ashapura Bentoclay Fareast	Step Down Subsidiary	100.00	No
14.	Ashapura Holdings Fareast Pte Ltd	Step Down Subsidiary	100.00	No
15.	Ashapura Fareast MPA Sdn Bhd	Step Down Subsidiary	100.00	No
16.	Ashapura Midgulf NV3	Step Down Subsidiary	100.00	No
17.	Ashapura Perfoclay Limited	Joint Venture	50.00	Yes
18.	APL Valueclay Private Limited	Joint Venture	50.00	No
19.	Ashapura Arcadia Logistic Private Limited	Associate	50.00	No
20.	Shantilal Multiport Private Limited	Associate	50.00	No
21.	Aeon Procure Private Limited	Step Down Subsidiary	100.00	No
22.	Ashapura Dhofar Resources LLC	Joint Venture	70.00	No
23.	Orient Ceratech Limited	Associate	31.76	No
24.	Orient Advanced Materials Private Limited	Associate	31.76	No



## VI. CSR Details

### 24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013:

For the current reporting year CSR is not applicable to Ashapura Minechem. However the CSR activities conducted by Ashapura Perfoclay Ltd. And Ashapura International Limited are through the Ashapura Foundation and Kutch Navnirman Trust.

(ii) **Turnover (in Rs.)** – 33,314.41 Lakhs (For Ashapura Minechem Ltd.)

(iii) **Net worth (in Rs.)** – 19,965.73 Lakhs (For Ashapura Minechem Ltd.)

## VII. Transparency and Disclosures Compliances

### 25. Complaints/Grievance on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No)	FY 2023-24			FY 2022-23		
	(If Yes, then provide web-link for grievance redress policy)	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Employees and workers	Yes, the Company has grievance redressal mechanism. The concerned employee/ worker can reach out to HR head for resolution of the grievance. The existing HR Policies provide for the said mechanism.	NIL	NIL	NIL	NIL	NIL	NIL
Investors (other than shareholders)	Shareholders can lodge their grievances through cosec@ashapura.com & through SEBI SCORES mechanism	NIL	NIL	NIL	NIL	NIL	NIL
Shareholders		1	0	The query related to the Demat request of shares and was addressed by the RTA.	NIL	NIL	NIL
Communities	Yes, the Company has grievance mechanism in place, and the concerned aggrieved can raise the concern by writing to support@ashapura.com	NIL	NIL	NIL	NIL	NIL	NIL
Customers		NIL	NIL	NIL	NIL	NIL	NIL
Value Chain Partners		NIL	NIL	NIL	NIL	NIL	NIL

26. **Overview of the entity's material responsible business conduct issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications**

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	GHG Emissions	Risk	Mining activities require a substantial amount of energy and produce notable direct greenhouse gas (GHG) emissions, primarily carbon dioxide, stemming from fuel consumption in mining, ore processing, and smelting processes. The consequences of climate change have become more frequent and severe over time, emerging as a significant global risk.	To address the risk linked with GHG emissions, the Company prioritizes GHG reduction and efficient energy use by adopting suitable environmentally friendly technologies. Consequently, to diminish GHG emissions, the Company utilizes very low sulfur coal and has implemented twin bag filters and a cyclone separator. Additionally, the Company has set a target to become a net-zero emission Company by 2050 and is actively taking steps towards achieving this goal.	Negative  *There was no negative financial impact for the reporting year 2023-24
2	Employee Health & Safety	Risk	Safety holds paramount importance in mining operations because of the frequently perilous working environments. The mining sector experiences relatively high rates of fatalities compared to other industries. Fatalities or injuries can arise from various hazards inherent in the industry, such as powered haulage, machinery operation, and mine structural integrity. Substandard health and safety records can lead to fines, penalties, and escalated regulatory compliance costs due to heightened oversight.	Ensuring a safe work environment for employees is a crucial obligation, and as such, the Company continuously endeavors to furnish and uphold safe premises, machinery, systems and processes at its operational sites. Given its open-cast surface mining operations, the associated risks are significantly minimized.	Negative  *There was no negative financial impact for the reporting year 2023-24
3	Waste & Hazardous Materials Management	Risk	The mining sector produces substantial quantities of both non-mineral and mineral waste, encompassing materials such as waste rock, tailings, slurries, slags, sludge, smelting by-products, and industrial waste. Some of these materials may contain toxic, hazardous, or chemically reactive substances. Additionally, mineral processing operations occasionally necessitate the use of hazardous materials for metal extraction purposes resulting in life and health hazard. Inadequate disposal or inappropriate storage of hazardous materials or mining waste poses a significant long-term risk to human health and ecosystems by potentially contaminating groundwater or surface water used for drinking or agricultural purposes and can also result in land contamination.	Depending on its nature, waste generated during mining operations can undergo treatment, disposal, or storage either on-site or off-site, often in impoundments or disused mine pits and to ensure this, the Company maintains and implements proper measures for waste disposal at the operational level. Moreover, none of the Company's operations result in the creation of sludge, slags, etc. The overburden is responsibly utilized for backfilling mines.	Negative  *There was no negative financial impact for the reporting year 2023-24



S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Air Quality	Risk	The mining sector produces non-greenhouse gas (GHG) air emissions & ambient air contaminants that can lead to substantial localized impacts on human health and the environment. Depending on the type of metal, key pollutants include sulfur dioxide, lead, mercury, cadmium, arsenic and particulate matter, among others. The release of these emissions viz. Sulfur oxides (SOx), nitrogen oxides (NOx), suspended particulate matter (SPM), and particulate matter can cause health & life hazards to stakeholders inside & outside of operations premises of the Company.	To mitigate this risk, the Company actively monitors its emissions of SOx, NOx, and SPM on a periodic and scientific basis. Additionally, it has implemented systems to manage and reduce air pollutants discharged into the atmosphere, ensuring compliance with relevant laws and regulations. Furthermore, the Company does not engage in any smelting or refinery operations, thereby reducing chances of air contamination.	Negative  *There was no negative financial impact for the reporting year 2023-24
5	Management of the Legal and Regulatory Environment Compliances	Risk	Being a highly regulated industry, ongoing revisions to mining and environmental regulations (and them becoming stricter) may affect the Company's activities, potentially posing a risk of non-compliance.	The Company possesses a thorough compliance management framework that undergoes regular updates. This framework is seamlessly integrated with business procedures, risks, and controls. Furthermore, any alterations in regulations are monitored and seamlessly integrated into the Compliance Management System, thereby ensuring the governance mechanism followed at the Company.	Negative  *There was no negative financial impact for the reporting year 2023-24
6	Employment opportunities for locals	Opportunity	As the Company operates within the mining sector, it is essential for it to collaborate closely with local communities. This collaboration facilitates the creation of employment opportunities, which can positively impact livelihoods, earning potential, and skill development within the community.	NA	Positive

Material issues identified are referred from the Sustainability Accounting Standards Board (SASB) 2023-24 version. SASB Standards are maintained and enhanced by the International Sustainability Standards Board (ISSB). This follows the SASB's merger with the International Integrated Reporting Council (IIRC) into the Value Reporting Foundation (VRF) and subsequent consolidation into the IFRS® Foundation in 2022

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9			
Policy and management processes													
1. a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)		Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes			
b. Has the policy been approved by the Board? (Yes/No)		Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes			
c. Web Link of the Policies, if available													
Sr. No.	Name of policy	Link to Policy						Which Principles each policies goes into					
1	Code of Conduct for Prevention of Insider Trading	All the policies specified are available on Company's website and can be accessed via <a href="https://www.ashapura.com/codepolicy.php">https://www.ashapura.com/codepolicy.php</a>						P1, P4, P7					
2	Code of Conduct and Ethics							P1, P4, P7					
3	Risk Management Policy							P1, P2					
4	Dividend Distribution Policy							P3, P4					
5	Social Accountability Policy							P3, P5					
6	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information							P1					
7	Corporate Social Responsibility Policy							P4, P8					
8	Policy on Determination of Materiality of Events and Information							P1, P4					
9	Nomination & Remuneration Policy							P3, P4					
10	Performance Evaluation Policy							P3					
11	Policy on Related Party Transactions							P1, P4, P7					
12	Prevention of Sexual Harassment Policy							P5					
13	Policy on Preservation of Documents							P1					
14	Whistle Blower Policy							P1					
15	Policy for Determining Material Subsidiary							P1					
16	EHS Policy							Internal			P6		
17	Information Technology Policy & Procedures							Internal			P9		
18	Policy on Recruitment and Compensation							Internal			P5		
19	Policy on Leaves							Internal			P3, P5		
20	Workplace Discipline Code							Internal			P3, P5		
2. Whether the entity has translated the policy into procedures. (Yes / No)		Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes			
3. Do the enlisted policies extend to your value chain partners? (Yes/No)		No	No	No	No	No	No	No	No	No			
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.		<p>Manufacturing facilities of Ashapura have been evaluated and certified with ISO certifications. Some of our plants have been certified with below mentioned ISO's (wherein few plants having multiple ISO certifications):</p> <ul style="list-style-type: none"> <li>• ISO 14001:2015 - For Environment Management System;</li> <li>• ISO 45001:2018 - Occupational Health &amp; Safety Management Systems;</li> <li>• ISO 9001:2015 - Quality Management System</li> <li>• ISO/IES 1705: 2017 - General requirements for the competence of testing and calibration laboratories</li> </ul>											



5. <b>Specific commitments, goals and targets set by the entity with defined timelines, if any.</b>	<p>The Company is committed to advancing its ESG (Environmental, Social, and Governance) journey by creating a robust, data-driven strategy that clearly outlines its objectives and performance metrics. This strategy is designed to provide a tangible framework for managing environmental and social risks, ensuring sustainable business practices, and achieving long-term profitability.</p> <p>The Company has set for itself, a target to become a net-zero emission Company by 2050 and is actively taking steps towards achieving this goal.</p>
6. <b>Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.</b>	

#### Governance, leadership and oversight

#### 7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements

At Ashapura Minechem Limited, our dedication to advancing Environment, Social, and Governance (ESG) practices significantly shapes our decision-making and actions. We are committed to responsible mining and aim to reduce the environmental footprint of our operations. This commitment involves the efficient use of resources, effective waste management, and proactive land reclamation efforts.

Aligned with our sustainability objectives, we aspire to achieve net-zero emissions by 2050. To reach this goal, we are focusing on minimizing indirect emissions and investing in carbon offset projects. We have already started this journey by identifying risks and implementing measures to mitigate them, reflecting our commitment to evolving into a more responsible and sustainable entity for the planet's benefit.

Additionally, we place a high priority on the welfare and safety of our employees and the communities where we operate. We embrace values of diversity, inclusivity, and ethical behavior, fostering a transparent and positive work environment. Our strong governance framework ensures accountability, integrity, and wise decision-making throughout our operations.

By integrating technological development and innovation, we strive to achieve sustainable outcomes across the three core areas of ESG—Environment, Social, and Governance.

- Shri Hemul Shah, Executive Director and CEO

8. <b>Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).</b>	<p>Shri Hemul Shah Executive Director and CEO cosec@ashapura.com</p>
9. <b>Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.</b>	<p>The Company has Risk Management Committee, responsible for making decision relating to issues on Sustainability.</p>

#### 10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was under taken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company being a regulated Company, complies with all major compliances with statutory requirements of relevance to the principles, there has not been any major non-compliance within the Company and the report of the same is sent to the BoD.									Quarterly								
11. <b>Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.</b>	P1 P2 P3 P4 P5 P6 P7 P8 P9									Dhir & Dhir Associates, a Law Firm, has assessed the effectiveness & operationalisation of the Policies. The evaluation was conducted based on the functionality of the policies and SOPs followed. Additionally, department heads and business heads periodically review and revise the policies, which are then approved by the management or board.								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

### ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total Number of training and awareness programmes held	Topics/ principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
<b>Board of Directors</b>	4	During the year, the Board of Directors and KMP of the Company (including its committees) has invested time on various updates on various industry-related matters such as business models/ operations, risk management, governing laws & regulations, ESG and their roles & CSR initiatives.	100.00
<b>Key Managerial Personnel</b>	14	KMPs, during the year, also attended various Programmes conducted by statutory/ professional institutions pertaining to Corporate Law, Union budget, Related Party Transactions, Money Laundering & SEBI Regulations & GST.	100.00
<b>Employees other than BoD and KMPs</b>	25	Behaviour Based Safety , Work permit & LOTO system & Machine Guarding Safety, Management lessons from mythology, SAP, Emotional Intelligence & positive impact, Leadership, Production Planning Awareness Training, Communication Skills, Time-Priority Management Skills, Instrument Calibration (Internal & External) Awareness Training, API (Q1 & 13A) - Awareness Training, Preventive Maintenance of Machinery Awareness training, Supply Chain Management Awareness	100.00
<b>Workers</b>	18	Workplace safety, Fire and Safety Awareness Training, Bag Packing & Bag Weighing Function Awareness, Describe of environment aspect & impact and HIRA (Hazard Identification and Risk Assessment)	100.00





2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year (basis the materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website)**

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (in INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	The Company did not incur any fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year.				
Settlement					
Compounding Fee					
Non-Monetary					
Imprisonment	The Company did not incur any fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year.				
Punishment					

Note: The Company, its Directors and/or KMPs have not been subjected to any thresholds of the materiality policy to pay any fines, penalties, punishments, awards, compounding fees, or settlement amounts in the financial year

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not applicable, as no such instance reported	

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, the Company adheres firmly to conducting its operations with fairness and transparency. As such, it has instituted an anti-corruption and anti-bribery policy, which forms an integral part of its code of conduct and vigilance mechanism. This policy extends to all directors and employees of the Company and underscores the significance of preserving employee confidentiality while preventing the misuse of protection for personal grievances.

For further information, the web link to the Company's Vigil Mechanism is available at: <https://www.ashapura.com/downloads/investor-corner/Policies/Vigil%20Mechanism%20-%20Whistle%20Blower%20Policy.pdf>

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action wastaken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2023-24	FY 2022-23
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. **Details of complaints with regard to conflict of interest:**

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	Nil	Nil	Nil	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	Nil

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

The Company has robust policies, processes, systems, and monitoring to ensure compliance. Regular reviews and updates with best practices are carried out, and corrective actions are implemented as needed. As no compliance issues were reported, no corrective actions were necessary.

**8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:**

	FY 2023-24	FY 2022-23
Number of days of accounts payables	115.31	129.76

**1. Open-ness of Business**

Provide details of concentration of purchases and sales with trading houses, dealers and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from Trading houses as % of total purchases	0.00	0.00
	b. Number of trading houses where purchases and made from	0	0
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	0.00	0.00
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	0.00	0.00
	b. Number of dealers/distributors to whom sales are made	0	0
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	0.00	0.00
Share of RPTs in	a. Purchases (Purchases with related parties/ Total Purchases)	12.87	9.38
	b. Sales (Sales to related parties/Total Sales)	19.87	15.99
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	71.10	65.45
	d. Investments (Investments in related parties/ Total Investments made)	58.99	99.95

**Leadership Indicators**

**1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

Total number of awareness programmes held	Topic/ principles covered under the training	% age of value chain partners covered (by value of business done with such partners) that were assessed
Value chains partners, time and again are being made aware of policies and conduct; however no formal trainings are being conducted for value chain partners. Ashapura is exploring means & ways to assess the same in coming years.		

**2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No). If Yes, provide details of the same.**

Yes, Ashapura is committed to maintaining transparent and equitable business practices, as demonstrated by its Conflict of Interest Policy integrated into the Code of Conduct and Ethics Policy. This policy permits personal transactions and investments while rigorously mitigating any potential conflicts of interest. The Company reaffirms its dedication to implementing all essential steps to uphold ethical standards and prevent any compromise in its operations.

The Code of Conduct and Ethics Policy is accessible via - <https://www.ashapura.com/downloads/coc/Code%20of%20Conduct%20for%20Board.pdf>



**PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe**

**ESSENTIAL INDICATORS**

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	2023-24	2022-23	Details of Improvements in environmental and social impacts
<b>R&amp;D</b>	2.24	2.79	The operational areas covered by positive Environment and Social impacts through R&D are as follows: 1) Employees are gaining experience & skill in different streams. 2) Understand and follow the environment concerns - Reduce, reuse, and recycle. 3) Conserve natural resources followed by practices such as cut down electricity bill by introducing sensors, ventilator fans, LED lights, Centralized cooling system, etc. as well as through good practices in water management system. 4) Maintain plantation using dripping system along with significant growth in number of plants every year in IKC premises. 5) Follow ethical business practice through testing and projects followed by Standard Work Practices, Accreditation NABL norms, Safety, 5S, etc.
<b>Capex</b>	0.55	0.28	

The data in the above are for Ashapura Minechem only.

2. **a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes, the Company operates in the fields of mining, mineral processing, and logistics, with a substantial dependence on minerals obtained from open-cast mines. The Company minimizes adverse environmental impact by procuring raw materials from local suppliers and vendors, which reduces carbon emissions from transportation. Complying with all necessary regulations and standards, the Company maintains responsible and sustainable mining practices in both principle and action.

- b. If yes, what percentage of inputs were sourced sustainably?**

Ashapura is dedicated to enhancing efficiency in its procurement of goods, thus suppliers are required to follow industry-standard practices. Although the exact percentage for adherence is presently undetermined, Ashapura plans to collect data on this matter in the upcoming years to ensure transparency and accountability.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Ashapura has implemented several measures to improve waste management practices across its operations. Standard Operating Procedures (SOPs) have been established to ensure that different departments are responsible for the safe disposal of waste through authorized vendors. Oversized, undersized, or rejected products are crushed and repurposed for reuse. Additionally, the Company conducts research on the reuse and recycling of mineral waste in the manufacturing of various ceramic products at the plant. Plant waste is also converted into fertilizer on-site. Separate bins are allocated at various locations for the collection of different types of rejects and discarded materials, and waste is segregated at the source into dry and wet categories within the premises.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

No, considering nature of operations, EPR is not applicable to the Company.

**LEADERSHIP INDICATORS**

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product/ Service	% of total Turnover Contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
At present, the Company does not conduct life cycle assessment; nevertheless, it has plans to undertake one in the forthcoming years.					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product/ Service	Description of the risk/ concern	Action Taken
Not applicable, as there were no assessments conducted during the reporting period.		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2023-24	FY 2022-23
Nil	Nil	Nil

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023-24			FY 2022-23		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Nil	Nil	Nil	Nil	Nil	Nil
E-waste	Nil	Nil	Nil	Nil	Nil	Nil
Hazardous Waste	Nil	Nil	Nil	Nil	Nil	Nil
Other waste	Nil	Nil	Nil	Nil	Nil	Nil

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category

Indicate product category	Reclaimed products and their packaging materials (as percentage of products sold) for each product category
Nil	Nil

**PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains**

## ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

% of employees covered by											
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	1184	1184	100.00	1184	100.00	0	0.00	1184	100.00	0	0.00
Female	103	103	100.00	103	100.00	103	100.00	0.00	0.00	0	0.00
Total*	1287	1287	100.00	1287	100.00	103	100.00	1184	100.00	0	0.00
Other than Permanent Employees											
Male	24	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Female	0	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Total	24	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00

Percentage of (D) & (E) - Maternity & Paternity benefit is calculated as 100% as per FAQ's on BRSR issued by NSE dt May 10, 2024.



b. Details of measures for the well-being of workers:

% of workers covered by											
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Employees</b>											
Male	182	182	100.00	182	100.00	0	0.00	182	100.00	0	0.00
Female	1	1	100.00	1	100.00	1	100.00	0	0.00	0	0.00
<b>Total*</b>	183	183	100.00	183	100.00	1	100.00	182	100.00	0	0.00
<b>Other than Permanent Workers</b>											
Male	506	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Female	67	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
<b>Total</b>	573	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00

\*Percentage of (D) & (E) – maternity and paternity benefit is calculated as 100% as per FAQs on BRSR issued by NSE dt. May 10, 2024

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the Company	0.22	0.21

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	97.94	24.21	Yes	98.18	29.01	Yes
Gratuity	98.17	24.21	N/A	99.25	29.01	N/A
ESI	0.46	1.32	Yes	2.65	1.11	Yes

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard

Ashapura firmly supports equality and acknowledges the many advantages of a diverse workforce. Although it does not currently have these facilities, it plans to offer accessibility for differently abled employees and workers in the near future.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Ashapura maintains a policy that strongly endorses equal employment opportunities for all segments of society, recognizing its duty towards diversity, inclusion, and equality. This policy is a key component of the Company's HR manual, which is available to all employees on intranet. It demonstrates our dedication to creating a fair and inclusive workplace for everyone.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100.00	0.00	100.00	0.00
Female	100.00	0.00	0.00	0.00
<b>Total</b>	100.00	0.00	0.00	0.00

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Ashapura strongly advocates for creating a conducive and supportive workplace environment, ensuring equitable resolution of grievances. To achieve this, a mechanism for addressing grievances is integrated into the vigilance mechanism and code of conduct, applicable to all employees and workers affiliated with the Company.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D / C)
<b>Total Permanent Employees</b>	1287	0	0.00	1187	0	0.00
<b>Male</b>	1184	0	0.00	1105	0	0.00
<b>Female</b>	103	0	0.00	82	0	0.00
<b>Total Permanent Worker</b>	183	0	0.00	362	0	0.00
<b>Male</b>	182	0	0.00	349	0	0.00
<b>Female</b>	1	0	0.00	13	0	0.00

8. Details of training given to employees and workers:

	FY 2023-24					FY 2022-23				
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (D)	On Health and Safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
<b>Male</b>	1208	792	65.56	578	47.85	1124	376	33.45	731	65.04
<b>Female</b>	103	52	50.49	20	19.42	82	18	21.95	16	19.51
<b>Total</b>	1311	844	64.38	598	45.61	1206	394	32.67	747	61.94
<b>Workers</b>										
<b>Male</b>	688	676	98.26	304	44.19	828	598	72.22	301	36.35
<b>Female</b>	68	68	100.00	12	17.65	75	63	84.00	9	12.00
<b>Total</b>	756	744	98.41	316	41.80	903	661	73.20	310	34.33

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
<b>Male</b>	1208	1208	100.00	1124	1124	100.00
<b>Female</b>	103	103	100.00	82	82	100.00
<b>Total</b>	1311	1311	100.00	1206	1206	100.00
<b>Workers</b>						
<b>Male</b>	688	688	100.00	828	828	100.00
<b>Female</b>	68	68	100.00	75	75	100.00
<b>Total</b>	756	756	100.00	903	903	100.00



## 10. Health and safety management system:

### a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Ashapura prioritizes the welfare of its employees and workers, as demonstrated by its occupational health and safety management system. This system includes various elements such as the EHS policy, work permit system, and incident and accident reporting protocols, aimed at ensuring a secure working environment. Additionally, the Company utilizes Hazard Identification and Risk Assessment (HIRA) to identify and evaluate potential work-related hazards, implementing and monitoring suitable measures for risk reduction.

Regular internal safety audits are conducted at the plant level to evaluate the effectiveness of the occupational health and safety mechanism and pinpoint areas for enhancement. Moreover, the Company adheres to the OHSAS 18001:2007 standard, emphasizing its dedication to upholding the highest occupational health and safety benchmarks.

### b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Yes, the Company acknowledges its duty to identify work-related hazards and conducts hazard identification and risk assessment studies at the plant level to pinpoint associated hazards. The process is outlined as follows:

- (i) Identifying hazards.
- (ii) Assessing risks to determine potential harm or damage and their impact.
- (iii) Evaluating risks and determining additional control measures required to minimize risks to an acceptable level.
- (iv) Implementing control measures within the workplace.
- (v) Monitoring and evaluating the effectiveness of implemented control measures.

### c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, Ashapura has established a protocol allowing workers to report any work-related hazards directly to their department supervisor. Furthermore, in accordance with the Hazard Identification and Risk Assessment (HIRA) study guidelines, effectively managing all workplace risks necessitates the active engagement, consultation, and communication of both employees and contractors.

### d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, the Company, towards working for the betterment of its employees, conducts annual health check-ups and medical consultation facility is extended to employees and their spouses.

## 11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	1.91	1.73
	Workers	2.20	4.15
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

## 12. Describe the measures taken by the entity to ensure a safe and healthy work place.

The Company ensures that risk management is embedded in Company's culture and practice and thereby adopt a systematic approach to risk management wherein hazards are identified, risks are evaluated and appropriate control measures are implemented and monitored. Currently, the Company has identified certain potential hazards and accordingly safety measures like that of usage of PPE kits, designing escape routes, availability of rescue equipment at appropriate places etc. are provided. Additionally internal audits are conducted to ensure adequate health measures are taken up by the Company.

## 13. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	NIL, since during the year, there were no complaints received.			NIL, since during the year, there were no complaints received.		
Health & Safety						



## 14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100.00
Working Conditions	100.00

## 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

NIL. No significant risk/ concerns reported during the reporting period.

### LEADERSHIP INDICATORS

## 1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Ashapura has a process in place for the settlement of dues in the unfortunate event of an employee's death, which is as per Company's policy. Additionally, in specific special cases or under certain additional scenarios, financial assistance is also provided based on the individual circumstances.

## 2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Ashapura ensures that our value chain partners follow the necessary statutory compliances pertaining to payment of statutory dues. However, a formal mechanism is currently not formulated.

## 3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been/ are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	Nil	Nil	Nil	Nil
Workers	Nil	Nil	Nil	Nil

## 4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

The Company provides transition assistance by appointing the relevant individuals as consultants for a period of 1 or 2 years. This program is designed to facilitate ongoing employability and assist in managing career transitions resulting from retirement or termination of employment.

## 5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	NIL, since during the current reporting period no such assessment was conducted.
Working Conditions	

## 6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not applicable since no such assessment was undertaken during the reporting period for value chain partners.

## PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

### ESSENTIAL INDICATORS

## 1. Describe the processes for identifying key stakeholder groups of the entity.

Ashapura has identified its internal and external stakeholders which includes Investors, Customers, Employees, Clients, Statutory Authorities and Vendors. The said identification of stakeholders is an ongoing process.



**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community, Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	- Email, Telephonic communications, Personal meetings, - Virtual meetings	Regularly	Communication & engagement during the entire cycle of obtaining, execution and feedback of a contract/ order/ despatch
Shareholders	No	- Press release Website; - Publications, - Newspaper publications, - Annual reports, - Annual General Meetings	Annually, Quarterly & Need basis	Update on Financial Performance/ Business Performance, Company's new Initiatives.
Government/ Competent Authorities	No	Statutory Filings	From time to time	Submissions of compliances and receipt of approvals
Employees	No	Emails, Meetings	Regularly	Update on policies Achievement, Awards, Trainings, Employee engagement initiatives.
Suppliers	No	Email, Telephonic communication, Personal meetings, Virtual meetings	Regularly	Communication & engagement during the entire cycle of awarding, execution and feedback of a contract/ order/ despatch.
Communities	Yes	Community Meetings	From time to time	Requisite engagement under the mining regulations and for CSR objectives.

**LEADERSHIP INDICATORS**

**1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

Ashapura adheres to a structured protocol where distinct departments, each assigned with precise duties and accountabilities, routinely engage with essential stakeholders including investors, customers, suppliers, and employees. Furthermore, a stakeholder relationship committee ensures the Management is kept abreast of action progress and periodically solicits inputs.

**2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, the Company employs both formal and informal methods to actively involve its stakeholders, aiming to understand their concerns and expectations. However, this process remains dynamic, evolving over time. Suggestions from stakeholders are carefully considered through Board discussions and play a role in shaping the Company's internal policies.

**3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

During the reporting period, Ashapura did not encounter any such instances. However, department heads regularly interact with stakeholders, and necessary modifications are made as needed.

## PRINCIPLE 5: Businesses should respect and Promote Human rights.

### ESSENTIALS INDICATORS

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:\*

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	1287	820	63.71	1187	375	31.59
Other than permanent	24	24	100.00	19	19	100.00
<b>Total Employees</b>	<b>1311</b>	<b>844</b>	<b>64.38</b>	<b>1206</b>	<b>394</b>	<b>32.67</b>
<b>Workers</b>						
Permanent	183	171	93.44	362	120	33.15
Other than permanent	573	573	100.00	541	541	100.00
<b>Total Workers</b>	<b>756</b>	<b>744</b>	<b>98.41</b>	<b>903</b>	<b>661</b>	<b>73.20</b>

- Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24					2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	1287	0	0.00	1287	100.00	1187	0	0.00	1187	100.00
Male	1184	0	0.00	1184	100.00	1105	0	0.00	1105	100.00
Female	103	0	0.00	103	100.00	82	0	0.00	82	100.00
Other than Permanent	24	0	0.00	24	100.00	19	0	0.00	19	100.00
Male	24	0	0.00	24	100.00	19	0	0.00	19	100.00
Female	0	0	0.00	0	0.00	0	0	0.00	0	0.00
Workers										
Permanent	183	0	0.00	183	100.00	362	0	0.00	362	100.00
Male	182	0	0.00	182	100.00	349	0	0.00	349	100.00
Female	1	0	0.00	1	100.00	13	0	0.00	13	100.00
Other than Permanent	573	0	0.00	573	100.00	541	0	0.00	541	100.00
Male	506	0	0.00	506	100.00	479	0	0.00	479	100.00
Female	67	0	0.00	67	100.00	62	0	0.00	62	100.00

- Details of remuneration/salary/wages, in the following format:  
a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ Salary/ Wages of respective category	Number	Median remuneration/ Salary/ Wages of respective category
Board of Directors (BoD)	4	1,08,34,800	1	1,00,25,422
Key Managerial Personnel	3	77,00,206	2	35,13,774
Employees other than BoD and KMP	1,175	3,65,822	99	6,23,152
Workers	180	1,87,800	1	2,03,400



In the above table, the Remuneration paid to Executive Directors have been considered as the remaining Directors do not draw any salary or commission except for sitting fees

**b. Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	11.12	9.51

**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, the Company has designated HR head for addressing human rights impacts or issues caused or contributed to by the business.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues**

Ashapura has implemented a grievance redressal mechanism as part of its Code of Conduct and vigilance system, aimed at addressing employee concerns and grievances.

**6. Number of Complaints on the following made by employees and workers:**

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual harassment	Nil	Nil	NA	Nil	Nil	NA
Discrimination at workplace	Nil	Nil	NA	Nil	Nil	NA
Child Labour	Nil	Nil	NA	Nil	Nil	NA
Forced Labour/ Involuntary Labour	Nil	Nil	NA	Nil	Nil	NA
Wages	Nil	Nil	NA	Nil	Nil	NA
Other Human Rights related issues	Nil	Nil	NA	Nil	Nil	NA

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees / workers	0.00	0.00
Complaints on POSH upheld	NIL	NIL

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases**

The Company enforces a strict zero-tolerance stance against sexual harassment within its workplace, supported by a detailed Prevention of Sexual Harassment policy. This policy is designed to foster a safe and respectful working environment, emphasizing mutual courtesy and dignity among all employees. To prevent harassment, Ashapura has instituted clear procedures and guidelines, accompanied by an internal complaints committee tasked with promptly addressing any reported incidents. Furthermore, we have implemented a whistle-blower policy to ensure the protection of complainants' interests.

**9. Do human rights requirements form part of your business agreements and contracts?**

Yes, Ashapura places significant emphasis on human rights and ensures that all business agreements and contracts include relevant clauses pertaining to the observance of human rights.

## 10. Assessments for the year:

	% of your plants and Offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100.00
Forced/involuntary labour	100.00
Sexual Harassment	100.00
Discrimination at workplace	100.00
Wages	100.00

## 11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

NIL, since no significant risk/concerns were raised during the reporting period

## LEADERSHIP INDICATORS

### 1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints

The Company endeavors to enhance the well-being of its employees and hence has instituted a grievance redressal policy within its code of conduct framework. However, no instances of human rights issues were reported during the reporting period. The Company remains steadfast in its principles & beliefs & it has consistently adhered to the fundamental tenets of human rights across all its operations.

### 2. Details of the scope and coverage of any Human rights due-diligence conducted.

Not applicable, since during the reporting period no such due-diligence was conducted.

### 3. Is the premise/ office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Ashapura firmly supports equality and acknowledges the many advantages of a diverse workforce. Although it does not currently have these facilities, it plans to offer accessibility for differently abled visitors in the near future.

### 4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	Nil
Discrimination at workplace	Nil
Child Labour	Nil
Forced Labour / Involuntary Labour	Nil
Wages	Nil

## 5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not applicable, as no such assessment is currently being undertaken for value chain partners.



**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**

**ESSENTIAL INDICATORS**

**1. Details of total energy consumption (in GJ) and energy intensity, in the following format:**

Parameter	FY 2023-24 (In Gigajoules)	FY 2022-23 (In Gigajoules)
<b>From renewable sources</b>		
Total electricity consumption (A)	0.00	0.00
Total fuel consumption (B)	33,895.90	22,750.02
Energy consumption through other sources (C)	0.00	0.00
Total Energy consumption from renewable sources (A+B+C)	33,895.90	22,750.02
<b>From non-renewable sources</b>		
Total electricity consumption (D)	1,72,874.94	1,78,251.87
Total fuel consumption (E)	6,75,313.57	5,70,495.55
Energy consumption through other sources (F)	0.00	0.00
Total Energy consumption from non-renewable sources (D+E+F)	8,48,189.51	7,48,747.42
Total energy consumed (A+B+C+D+E+F)	8,82,085.41	7,71,497.44
Energy intensity per rupee of turnover (Total energy consumption/ Revenue from Operations) – <b>GJ/Rupee</b>	0.000068	0.000072
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) - <b>GJ/Rupee</b>	0.00015	0.00016
Energy intensity in terms of physical output- GJ/MT	1.1435	1.0778

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance, or compliance with standards or regulations.

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any**

Our facilities at Ashapura are not included within the ambit of the Perform, Achieve, and Trade (PAT) Scheme initiated by the Government of India.

**3. Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2023-24	FY 2022-23
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	2,33,498.00	2,22,950.00
(ii) Groundwater	18,143.10	16,219.50
(iii) Third party water	11,239.61	27,635.35
(iv) Seawater / desalinated water	0.00	0.00
(v) Others	0.00	0.00
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	2,62,880.71	2,66,804.85
Total volume of water consumption (in kilolitres) *	2,60,968.10	2,65,868.30
Water intensity per rupee of turnover (Water consumed / Revenue from operations) – <b>KL/Rupee</b>	0.000020	0.000025
Water Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) - <b>KL/Rupee</b>	0.00045	0.00055
Water intensity in terms of physical output - KL/MT	0.338	0.377

\*The water consumption from the Corporate Offices, Baraya plant and Kaolin plant have been excluded from the above table which is not quantifiable.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance, or compliance with standards or regulations.

**4. Provide the following details related to water discharged**

Parameter	FY 2023-24	FY 2022-23
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	0.00	0.00
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater	0.00	0.00
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater	0.00	0.00
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third parties		
- No treatment	0.00	0.00
- With treatment – please specify level of treatment		
(v) Others - Gardening	1912.61	936.54
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	1912.61	936.54

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance, or compliance with standards or regulations.

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

In Ashapura Perfoclay's Bleaching Clay unit, Effluent generated from processing, reactor washing, and utilities is treated in the existing Effluent Treatment Plant (ETP). Initially, the ETP provides primary treatment where acidic wastewater is neutralized using lime. Following neutralization and a soda lime softening process to remove hardness, the resulting slurry is transferred to a filter press via a high-pressure pump. The gypsum that remains on the filter press cloths is collected and moved to a storage area, while the filtrate water undergoes further treatment in a clarifier, sand filter, and ultrafiltration, followed by a Reverse Osmosis (RO) process. Once treated by the RO plant and verified to meet State Pollution Control Board norms, the effluent is reused in the manufacturing process and for gardening, thereby reducing the need for fresh water. The existing solar evaporation pond stores RO reject water, which is then sent to the Multi-Effect Evaporator (MEE) for further treatment. The recovered condensate is reused in the plant as needed. The company has installed a comprehensive effluent treatment system to ensure effective management of wastewater.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Unit	FY 2023-24	FY 2022-23
NO <sub>x</sub>	mg/Nm <sup>3</sup>	136.00	118.50
SO <sub>x</sub>	mg/Nm <sup>3</sup>	202.71	213.09
Particulate matter (PM)	mg/Nm <sup>3</sup>	242.64	234.00
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others	-	-	-





The above mentioned disclosure for air emission has been considered for only Ashapura International Limited

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, The Company conducts its air emissions assessment through an external agency, ENPRO Enviro Tech and Engineers Pvt. Ltd. In Hamla and Baraya.

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available) *	Metric tonnes of CO <sub>2</sub> equivalent	60,727.02	51,628.79
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	39,956.28	40,867.74
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO <sub>2</sub> equivalent/Rupees	0.0000077	0.0000086
Total Scope 1 and Scope 2 emissions per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Metric tonnes of CO <sub>2</sub> equivalent/Rupees	0.00017	0.00019
Total Scope 1 and Scope 2 emissions intensity in terms of physical output	Metric tonnes of CO <sub>2</sub> equivalent/Rupees	0.1305	0.1292

\*Scope 1 for the Corporate Offices could not be assessed due to absence of process fuel, Company owned vehicles data, fire suppression and refrigerant gases data.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance, or compliance with standards or regulations.

**8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

Yes, Ashapura has implemented a project titled "Reduction in FO Consumption," aimed at decreasing Furnace Oil (FO) usage by exploring new process routes for material drying and conveying. By utilizing natural methods, such as sun drying, the project has successfully reduced FO consumption by a total of 912 MT.

**9. Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2023-24	FY 2022-23
Total Waste generated (in metric tonnes)		
Plastic waste (A)	50.40	42.00
E-waste (B)	0.30	0.56
Bio-medical waste (C)	0.00	0.00
Construction and demolition waste (D)	0.00	0.00
Battery waste (E)	0.00	0.00
Radioactive waste (F)	0.00	0.00
Other Hazardous waste. Lubricating oil	0.62	0.24
Other Non-hazardous waste generated (H). Overburden generated during mining, canteen waste	32,955.90	5,450.85
Total (A+B + C + D + E + F + G + H)	33,007.22	5,493.25
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations) - MT/Rupees	0.0000025	0.00000051
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) - MT/Rupees	0.000057	0.000011

Parameter	FY 2023-24	FY 2022-23
Waste intensity in terms of physical output - MT/MT	0.0428	0.0077
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste – E-waste, Hazardous and Non-Hazardous waste		
(i) Recycled	40.20	33.16
(ii) Re-used	32,966.92	5,460.09
(iii) Other recovery operations	0.00	0.00
Total	33,007.12	5,493.25
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0.00	0.00
(ii) Landfilling	0.00	0.00
(iii) Other disposal operations	0.00	0.00
Total	0.00	0.00

Data related to waste disclosures has not been considered for the Corporate office as the data was not quantifiable.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance, or compliance with standards or regulations.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes**

Waste management at Ashapura involves a comprehensive process that includes the identification, collection, transport, processing, recycling, and monitoring of waste materials. Primarily focused on materials produced by human activities, effective waste management is crucial to minimizing the negative impacts on health and the environment. Waste is generally categorized into hazardous, non-hazardous, food, and biomedical waste, each requiring specific handling and disposal methods. Proper planning and identification are essential to reducing waste generation, with hazardous waste requiring careful handling, including the use of Material Safety Data Sheets (MSDS).

The collection and segregation of waste play a vital role in waste management. Waste should be collected in appropriately color-coded bins: blue for non-biodegradable waste, green for biodegradable waste, and yellow for hazardous waste. These bins should be strategically placed where waste generation is likely. Segregation is then carried out by sorting the waste into general waste, metal, wood, paper, and other categories before it is disposed of in an environmentally friendly manner. Proper storage of waste, especially hazardous materials, is necessary to prevent environmental contamination, with specific areas designated for waste storage, including isolated, covered areas for hazardous waste.

The principles of reuse and recycling are integral to effective waste management. Recyclable materials such as plastic, metal, wood, and paper should be reused or sold to authorized recyclers. Records of waste generation and disposal should be meticulously maintained to ensure proper management. Onsite and offsite disposal methods vary depending on the type of waste; for example, biodegradable waste is handled by municipal collectors, while hazardous and electronic waste is disposed of through authorized recyclers. This systematic approach ensures that waste is managed in a way that minimizes environmental impact and supports sustainability.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S. No.	Location of operations/offices	Types of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
	Ashapura refrains from conducting its operations in environmentally fragile or ecologically sensitive regions. This strategic decision underscores our commitment to responsible business practices and environmental stewardship, avoiding potential harm to delicate ecosystems. By deliberately choosing locations that are not ecologically sensitive, we aim to minimize its environmental impact and contribute to the preservation of biodiversity and natural habitats.		

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable. In accordance with the Ministry of Environment, Forest & Climate Change (MoEF) guidelines, the industry/operations were exempt from the requirement to furnish environmental clearance or undergo an Environmental Impact Assessment (EIA) during reporting period.					



13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Serial Number	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective taken, if any action
Yes, the Company adheres to all relevant environmental laws and regulations.				

#### LEADERSHIP INDICATORS

1. **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**  
For each facility / plant located in areas of water stress, provide the following information:  
(i) **Name of the area**  
(ii) **Nature of operations**  
(iii) **Water withdrawal, consumption and discharge in the following format:**

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	Our plants are situated in regions where water availability is not a concern. This deliberate choice of locations is part of our commitment to responsible resource management, ensuring that our operations have minimal impact on water-stressed areas.	
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	Our plants are situated in regions where water availability is not a concern. This deliberate choice of locations is part of our commitment to responsible resource management, ensuring that our operations have minimal impact on water-stressed areas.	
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance, or compliance with standards or regulations.

2. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

For the calculation of Scope 3 emissions, only the data related to waste generation, disposal, and recovery is taken into consideration for both the financial years.

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 3 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available) (Limited)	Metric tonnes of CO <sub>2</sub> equivalent	32.46	5.37
Total Scope 3 emissions per rupee of turnover	Metric tonnes of CO <sub>2</sub> Equivalent/Rupees	0.0000000025	0.00000000050

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance, or compliance with standards or regulations.

- 3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

The Company refrains from conducting its operations in environmentally fragile or ecologically sensitive regions. This strategic decision underscores the company's commitment to responsible business practices and environmental stewardship, avoiding potential harm to delicate ecosystems. By deliberately choosing locations that are not ecologically sensitive, the Company aims to minimize its environmental impact and contribute to the preservation of biodiversity and natural habitats.

- 4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	2nd RO Installation	The RO system effectively filters and purifies this wastewater, removing dissolved solids, heavy metals, and other impurities. By implementing this technology, we not only reduce our environmental footprint but also promote water conservation by enabling the reuse of treated water in our operations.	By implementing the RO system, we successfully recycled 50 cubic meters per hour of wastewater, significantly reducing the need for fresh water in our operations
2	MEE Installation	Multiple Effect Evaporator (MEE) system technology is designed to treat and concentrate wastewater by evaporating water content, leaving behind concentrated brine or solid waste. This process significantly reduces the volume of waste generated, allowing for safer disposal and minimizing the environmental impact of our mining activities. Additionally, the MEE system enables the recovery and reuse of water within our processes, contributing to water conservation efforts.	The implementation the MEE system has led to the recycling of 40 cubic meters per hour of water, significantly reducing the volume of wastewater produced and enhancing our water conservation efforts.
3	Installation of Bag Filters	Bag filters are highly efficient in capturing and removing particulate matter, dust, and other airborne contaminants generated during mining processes. By implementing this technology, we significantly decrease the emission of harmful pollutants into the atmosphere, ensuring compliance with environmental regulations and improving the health and safety conditions for our workers and surrounding communities.	The deployment of bag filters in our mining operations has effectively controlled particulate matter (PM) emissions, significantly reducing the release of dust and airborne contaminants into the atmosphere.

- 5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Ashapura maintains a comprehensive Business Continuity Plan (BCP) as an integral component of its Risk Management Policy. This plan involves a thorough identification of both internal and external risks, encompassing financial, operational, sustainability, information, and cybersecurity risks, as well as any other risks deemed relevant by the Risk Management Committee. Recognizing that these risks have the potential to disrupt business continuity, we have developed and implemented robust mitigation strategies to address them. To ensure the ongoing effectiveness of these measures, we conduct an annual review of the BCP, making adjustments as necessary to adapt to evolving risks and challenges. This proactive approach underscores our commitment to safeguarding its operations and maintaining resilience in the face of potential disruptions.

- 6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

There has been no negative environmental impact resulting from the entity's value chain, hence not applicable.

- 7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

Not applicable, as no assessments were conducted on value chain partners during the year.



**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

1.
  - e) **Number of affiliations with trade and industry chambers/ associations.**  
The Company has 14 affiliations with trade and industry chambers/associations.
  - f) **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Chemicals & Allied Products Export Promotion Council (CAPEXIL)	National
2	Federation of Indian Export Organizations (FIEO)	National
3	Export Credit Guarantee Corporation (ECGC)	National
4	Bombay Chamber Of Commerce & Industry (BCCI)	State
5	Federation of Indian Mineral Industries (FIMI)	National
6	Directorate General Of Foreign Trade (DGFT)	National
7	Export Inspection Agency (EIA)	National
8	Quality Council of India (QCI)	National
9	National Accreditation Board of Laboratories (NABL)	National
10	Confederation of Indian Industries (CII)	National

2. **Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities**

Name of authority	Brief of the case	Corrective active taken
Not applicable, since no adverse orders received from regulatory authorities.		

**Leadership Indicators**

1. **Details of public policy positions advocated by the entity:**

Sr. No	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, If available
The Company did not advocate any public policy positions during the reporting period.					

**PRINCIPLE 8: Businesses should promote inclusive growth and equitable development**

**Essential Indicators**

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and Brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web Link
No such projects were undertaken by the Company for which SIA was required as per applicable laws.					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	5 of PAFs covered by R&R	Amounts paid to PAFs in the FY (in INR)
Not applicable, since no such projects were undertaken.						

3. Describe the mechanisms to receive and redress grievances of the community.

The Company is committed to the inclusive and equitable development of the local community and engages through both formal and informal channels to promote their well-being. An open forum on the Company's website allows community members to voice their concerns or grievances. Additionally, at the group level, the Company actively participates in community engagement through its CSR initiatives.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	3.67	0.67
Sourced directly from within India	96.33	99.33

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY 2022-23
Rural	58.99	59.51
Semi-Urban	0.36	1.08
Urban	0.00	0.00
Metropolitan	40.65	39.41

## Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable, since no SIA was undertaken.	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No	State	Aspirational District	Amount spent (In INR)
Not applicable, since for the current financial year CSR is not applicable.			

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

Considering the nature of operations, the Company currently is not in the position to give preference to marginalized/ vulnerable group.

- (b) From which marginalized /vulnerable groups do you procure?

Not applicable, since the Company does not procure from marginalized/ vulnerable group.

- (c) What percentage of total procurement (by value) does it constitute?

Not applicable, since the Company do not procure from marginalized/ vulnerable group.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S.No	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/ No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable				



**5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the case	Corrective Action taken
Not Applicable		

**6. Details of beneficiaries of CSR Projects:**

CSR is not applicable to the Listed Entity i.e. Ashapura Minechem Ltd. However the CSR activities conducted by Ashapura Perfoclay Ltd. And Ashapura International Limited conducts its CSR activities through the Ashapura Foundation and Kutch Navnirman Trust. The various CSR projects of the Company are listed below

S. No	CSR Project	No. of persons benefitted from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1	Eradicating Hunger & Promotion of healthcare	3361	100.00
2	Promoting Education	7881	100.00
3	Women Empowerment	539	90.00
4	Environment Sustainability and Animal Welfare	Not Ascertainable	Not Ascertainable
5	Protection of national heritage, art & handicrafts	144	90.00
6	Promotion of rural sport, nationally recognized sport	2	80.00
7	Rural Development projects	4103	94.00

**PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

As the Company operates in the B2B sector, customer grievances are addressed in real-time. Although complaints are infrequent, any that do arise are quickly reported through the appropriate marketing channels and promptly communicated to the logistics, quality control, or production departments, depending on the issue. A robust mechanism is in place for efficient grievance resolution, including actions such as retrieving product samples, performing batch sample testing at mines or factories, or sending technical personnel to the customer's site. These proactive measures highlight our commitment to exceptional customer service and swift issue resolution.

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100.00
Safe and responsible usage	100.00
Recycling and/or safe disposal	100.00

**3. Number of consumer complaints in respect of the following:**

	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during the Year	Pending resolution at end of year		Received during the Year	Pending resolution at end of year	
Data Privacy	NIL	NIL	NIL	NIL	NIL	NIL
Advertising	NIL	NIL	NIL	NIL	NIL	NIL
Cyber-security	NIL	NIL	NIL	NIL	NIL	NIL
Delivery of essential services	11	0	The Company promptly addressed and resolved the complaints in a time bound manner.	16	0	The Company promptly addressed and resolved the complaints in a time bound manner.

<b>Restrictive Trade Practices</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Unfair Trade Practices</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Other Customer Complaints</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Total</b>	<b>11</b>	<b>0</b>	<b>The Company promptly addressed and resolved the complaints in a time bound manner.</b>	<b>16</b>	<b>0</b>	<b>The Company promptly addressed and resolved the complaints in a time bound manner.</b>

#### 4. Details of instances of product recalls on account of safety issues:

	<b>Number</b>	<b>Reasons for recall</b>
<b>Voluntary recalls</b>	NIL	NA
<b>Forced recalls</b>	NIL	NA

#### 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy

The Company has established a comprehensive Cyber Security policy to provide clear guidelines for addressing and mitigating cyber security risks. This policy is accessible to all employees via the Company's intranet.

#### 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not Applicable, as no such incidents were reported.

#### 7. Provide the following information relating to data breaches:

##### a. Number of instances of data breaches

NIL, there have been no such instances during the reporting period.

##### b. Percentage of data breaches involving personally identifiable information of customers

NIL, there have been no such instances during the reporting period.

##### c. Impact, if any, of the data breaches

Not Applicable

#### Leadership Indicators

#### 1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Yes, the Company provides information on products and services on its website and other social platforms like LinkedIn and Facebook. Web-link: <https://www.ashapura.com/>

#### 2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

The Company includes a Material Safety Data Sheet (MSDS) with every shipment as a standard practice. Furthermore, during the initial customer interaction, the Company offers guidance on product use and highlights necessary safety precautions.

#### 3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

The Company actively communicates with its consumers via email and phone calls to inform them of any potential risks of service disruption or discontinuation in essential services.

#### 4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

In line with stringent regulations governing our industry, the Company diligently complies with all mandatory labelling requirements for its products. While ensuring adherence to these obligations, the Company does not voluntarily provide additional information about the product.





# UN SDG ALIGNMENT JOURNEY



## Principle wise SDG mapping and Initiatives thereunder

The initiatives taken by Ashapura confer with many UNSDGs. The alignment of these initiatives with the NGRBC principles & UNSDGs is as follows:<sup>2</sup>



### SDG 3: GOOD HEALTH AND WELL BEING (BRSR P3, BRSR P8)

- The Company provides comprehensive coverage for its employees, including various benefits such as maternity leave, health insurance, day-care facilities, accident insurance, and retirement plans.
- The Company is dedicated to the well-being of its employees, conducting annual health check-ups and offering consultation services to both employees and their spouses.
- The Company has deployed three medical vans in the regions of Nakatrana, Dayapar, and Bhujodi. These vans, accompanied by doctors, travel to villages to provide general medical care to the residents. Primarily serving the mining areas, these vans deliver medical services to over 70 villages in the specified regions. They offer general treatment for conditions such as fever, ENT issues, skin diseases, dental problems, and blood pressure management.
- The Company distributes Katla laddoos to new mothers for fulfilling nutritional requirements in various villages.
- The Company organized Women Health Care Camps in six villages of Lakhpatt Taluka. A total of 269 women received gynaecological and general check-ups, along with appropriate medical care.



Medical Care facilities



Distribution of Katla Laddoos



Women Health Care Camp

<sup>2</sup> The ISSB™, IFRS™, SASB™ and International Financial Reporting Standards are registered trademarks of the IFRS Foundation. SDG Logo, the SDG Wheel and any of the 17 UNSDG™ icons are Intellectual Property of United Nations



#### SDG 4: QUALITY EDUCATION (BRSR P8)

- The Company through its CSR program, “Ashapura Foundation” has distributed study materials like Textbooks, Notebooks, Slates and Pens etc. to the students of primary schools in 42 villages of Four Talukas of Lakhpat, Nakhatrana, Abdasa and Mandvi.
- The Company, also organizes various contests such as essay writing, drawing, and speech contests to foster talent, art, and general knowledge among primary school students



Distribution of study materials



Karate Classes



ITI Classes



Summer Camps conducted for children



Bharatnatyam Class





### SDG 5: GENDER EQUALITY (BRSR P3, BRSR P4, BRSR P5)

- The Company upholds a policy that firmly supports equal opportunities for employment across all sections of society, acknowledging its responsibility towards diversity, inclusion, and equality. This policy is an integral part of the Company's HR manual, accessible to all employees. It reflects the commitment of the Company to foster a fair and inclusive workplace for everyone.
- The Company organised regular *Garbhsanskar* sessions around the rural region for pregnant women for a healthy and safe motherhood.
- The Company, through its foundation, established 81 Self Help Groups with 871 members from 10 villages to empower women. These groups enable women to come together, gain education, meet their family's financial needs, and benefit from government schemes to start independent earning ventures. The groups have initiated activities in animal husbandry and household businesses, helping members achieve financial independence and generate regular monthly income.
- The Company, has initiated a mission to provide smokeless *choolahs* to reduce firewood consumption and protect women's health, as traditional *choolahs* generate harmful smoke. Till date, over 800 smokeless *choolahs* have been distributed across 32 villages



Garbhsanskar sessions



Women Self Help Group



#### **SDG 6: CLEAN WATER AND SANITATION (BRSR P6)**

- The Company has taken an initiative of RWH (Rainwater Harvesting) facilities through, which there is improvement in the ground water levels in the core and buffer zone.
- The Company has created Nala Plugs to store rainwater and this stored water is later used for farming. Till date a total of 51 Nala Plugs have been created which has contributed to a Total Water Storage Capacity of 387.5 Million Litre
- The Company has installed a water filter machine at Ler Primary School so children could have access to clean drinking water.
- The Company has constructed a total of 89,442 staggered trenches which reduce the speed of the flowing water and consequently prevents erosion of land surface (soil) and ultimately preserve fertility of soil.
- The Company has constructed a total of 5 Recharging Check dams, Storage Tanks & wells to increase the level and quality of ground water.
- The Ashapura Foundation has equipped primary schools in Dayapar and Dolatpar of Lakhat Taluka with essential facilities such as underground water storage tanks for drinking water and urinals. These schools serve students from various remote areas who come here for education.



Check Dams



Recharging Check dams, Storage Tanks



Construction of Nala Plugs



## **SDG 7: AFFORDABLE AND CLEAN ENERGY (BRSR P2, BRSR P6)**

- The Company has set up solar energy in terms of light and power using Turbo Fans and Transparent sheets installation (Provides natural ventilation and power consumption)
- Installation of Regulators and Variable Frequency Drive (VFD) in equipment's such as Bead Mill, rotatory glass bead furnace and Roller Mill.
- Introduction of different types of process equipment such as vibro and screw feeder (This will replace manual feeding of material)
- Installation of smart sensors and related automation for optimum use of power components such as bulbs, tube light and fans in many critical and non-critical areas.
- Regular check-up of the working of electrical components and ensure the replacement of starter and switches by MCB saves cost and energy.
- Reduced energy consumption by Optimized the AC usage, which in all over the IKC premises.
- Introduction of equipment's such as hammer crusher and ultra-fine mill (Through this company achieved extra fineness of product and saved its time)
- Maintained Power Factor from 88 to 91, by introduction of capacitor and periodic maintenance of power sources such as transformer, generator, etc.
- For the disposal of waste, the Company has set SOP wherein different departments are given responsibility of safe disposal of waste.



## **SDG 8: DECENT WORK AND ECONOMIC GROWTH (BRSR P2, BRSR P3, BRSR P5, BRSR P8)**

- The Company believes in the inclusive and equitable development of the local community and, therefore, interacts through formal and informal mechanisms to work for their betterment. The Company also provides an open forum on its website where any member of the community can address their concerns or grievances. At a group level, the company proactively engages with the community as part of its CSR initiatives.



- The Company employs HIRA (Hazard Identification and Risk Assessment) to identify and evaluate work related hazards, implementing and monitoring appropriate measures for risk mitigation.



#### **SDG 11: SUSTAINABLE CITIES AND COMMUNITIES (BRSR P3, BRSR P4, BRSR P7, BRSR P8)**

- The Company believes in the inclusive and equitable development of the local community and interacts through formal and informal mechanisms to work for their betterment.
- The Company also provides an open forum on its website where any member of the community can address their concerns or grievances. At a group level, the company proactively engages with the community as part of its CSR initiatives.
- The Company organised "Sanskriti Darshanam" for preserving our classical dance and music heritage while promoting the talented trainees.
- The Company through the Kutch Navnirman Trust has been particularly active in the rural areas of Kutch which has nearly 900 villages, spread over 40,000 sq km. The Government of India and Gujarat have recognized Ashapura Foundation as its Project Implementing Agency (P.I.A) to carry out rural development projects of the Government.



#### **SDG 13: CLIMATE ACTION (BRSR P2, BRSR P6, BRSR P7, BRSR P8)**

- The Company's manufacturing facilities are ISO 14001:2015, ISO 45001:2018, ISO 9001:2015, ISO/IEC 17025: 2017 certified
- DSIR intermittent report submitted (The report carries out the activities relating to indigenous technology promotion, development).
- The Company created awareness on Safety and Waste management – Presentation and Field training given to the staff. Maintained all safety & Hazards norms for Fire, Electrical & Chemicals.
- Ashapura Group supplied GEOKLAY350 through their Delhi distributor's network, ensuring the runway's resilience and safety. (GEOKLAY350 is an effective geosynthetic clay product developed for capping and a less aggressive environment)

- Project initiated by company named “The Rajkot Solid Waste Management Project’ which paved the way for efficient waste management, ensuring a cleaner, greener tomorrow.
- The Company undertook “The Hyderabad Integrated Solid Waste Management Project” which Municipal Solid Waste (IMSW) management project in India. The project's landfill is located in Jawaharnagar. The city's waste is transported to the landfill, where it is recycled, composted, or converted into fuel for cement factories. The waste is also dumped in landfills in large amounts.



### SDG 15: LIFE ON LAND (BRSR 6)

- The Company undertook the responsibility of caring for cattle across 14 villages in the Lakhpat and Mandvi Taluka regions throughout a 5-year drought period, extending until the next monsoon season. During this time, we distributed a total of 3,045 metric tons of fodder to support 10,151 animals.
- The Ashapura Foundation has launched a Community Grass Development Programme as a pilot project, covering 100 acres of land across 2 villages. This initiative aims to provide fodder for 1,500 animals.
- To ensure a drinking water supply for animals, the Company has constructed 37 cattle troughs with a total water storage capacity of 195,000 liters. These troughs provide drinking water to 18,940 animals.
- To safeguard the animals, the Company organized Animal Vaccination Camps in the Lakhiyarvira village of Nakhatrana and Lakhpat Taluka, vaccinating over 10,470 animals from 8 villages.



### SDG 16: PEACE, JUSTICE AND STRONG INSTITUTIONS (BRSR P1, BRSR P3, BRSR P5, BRSR P7, BRSR P8)

- Ashapura ensures transparent and fair business conduct through following policy:
  - Conflict of Interest Policy
  - Anti-corruption and Anti-Bribery Policy
- International Certifications made by company are:





- ISO 14001:2015 - For Environment Management System;
- ISO 45001:2018 - Occupational Health & Safety Management Systems;
- ISO 9001:2015 - Quality Management System
- ISO/IES 1705: 2017 - General requirements for the competence of testing and calibration laboratories



#### **SDG 17: PARTNERSHIPS FOR THE GOALS (BRSR P1, BRSR P7, BRSR P8)**

- The Company is affiliated and member to 14 trade and industry chambers / associations. They are:
  - Chemicals & Allied Products Export Promotion Council (CAPEXIL)
  - Federation of Indian Export Organizations (FIEO)
  - Export Credit Guarantee Corporation (ECGC)
  - Generalized System Of Preferences (GSP)
  - Bombay Chamber Of Commerce & Industry (BCCI)
  - Federation of Indian Mineral Industries (FIMI)
  - Directorate General Of Foreign Trade (DGFT)
  - Indian Customs Electronic Gateway (ICEGATE)
  - Authorized Economic Operator (AEO) T1/T2/T3
  - Dindayal Port Authority, Kandla, Gujarat (DPA)
  - Export Inspection Agency (EIA)
  - Quality Council of India (QCI)
  - National Accreditation Board of Laboratories (NABL)
  - Confederation of Indian Industries (CII)

#### **Abbreviations used**

<b>Sr. No.</b>	<b>Particulars</b>
1.	ESG: Environmental, Social and Governance
2.	SDG: Sustainable Development Goals
3.	SASB: Sustainability Accounting Standards Board
4.	SEBI: Securities and Exchange Board of India
5.	BRSR: Business Responsibility & Sustainability Reporting
6.	ISSB : International Sustainability Standards Board

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
ASHAPURA MINECHEM LIMITED

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of Ashapura Minechem Limited ("the Company") which comprise the balance sheet as at 31st March 2024, 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 (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, 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 2024, of its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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 ("the 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.

#### 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:

Key Audit Matter	How our audit addressed the Key Audit Matter
<b>Revenue Recognition</b>  Revenue is one of the key profit drivers and is, therefore, susceptible to misstatement. Cut-off is the key assertion in so far as revenue recognition is concerned, since inappropriate cut-off can result in material misstatement of results for the year.	We carried out testing controls around dispatches and deliveries, inventory reconciliation and substantive testing for cut-offs and analytical review procedures.
<b>Assessment of litigations and related disclosure of contingent liabilities</b>  The Company is subject to large number of various ongoing legal and tax related claims as stated under note no. 36 – Contingent Liabilities.  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.	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;  We evaluated management's assessment by understanding precedents set in similar cases and assessed the reliability of the management's past estimates and judgments;
As the ultimate outcomes of the matters are uncertain and material in nature, it is considered to be a Key Audit Matter.	We reviewed the disclosures made by the Company in the financial statements in this regard and obtained representation letter from the management on the assessment of these matters.

**Assessment of recoverability relating to Deferred Tax Assets ("the DTA")**

The DTA balance as on 31st March, 2024 is Rs. 1,540.69 lacs primarily relates to carry forward losses.

The Company exercises significant judgment in assessing the recoverability of the DTA relating to carry forward losses. In estimating the recoverability of the DTA on carry forward losses, the management uses inputs such as internal business and tax projections. Recoverability of the DTA on carry forward losses is considered a key audit matter as it is sensitive to the assumptions used by the management in projecting the future taxable income, the reversal of deferred tax liabilities.

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's process for determining the recoverability of the DTA relating to carry forward losses which included amongst others controls over the assumptions and judgments used in the projections of future taxable income and related tax projections. To assess the Company's ability to estimate future taxable income, we compared the Company's previous forecasts to actual results to determine its reasonableness and examined the consistency of projections used for assessing the DTA recoverability with business projections. We involved our tax specialist in evaluating tax planning strategies and interpretation of tax laws used by the Company in the tax projections used for supporting the recoverability of DTA.

**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 standalone 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 concern 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.

**Auditor's 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.

## Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2020 ("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.
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 Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015;
  - e) On the basis of written representations received from the directors as on 31st March 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2024, 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 read schedule V of the Act
  - h) With respect to the other matters to be included in the Auditor's 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.
  - iv. a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the note no. 41(i) to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



- b. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note no. 41 (j) to the accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - c. Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.
- v . The Company has not declared or paid any dividend during the year.
- vi . Based on our examination which included compliance test and test checks, the Company has used the accounting software for maintaining books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

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

**PRASHANT VORA**  
**Partner**  
**Membership No. 034514**  
**UDIN: 24034514BKHJSM4805**

Mumbai  
May 29, 2024

## ANNEXURE – A TO THE INDEPENDENT AUDITOR’S 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 property, plant and equipment:

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.
- b. The Company has maintained proper records showing full particulars of intangible assets.
- c. Property, plant and equipment 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.
- d. The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements included under property, plant and equipment are held in the name of the Company.
- e. The Company has not revalued any of its property, plant and equipment (including right of use assets) or intangible assets during the year.
- f. There are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 as amended and Rules made thereunder.

2

- a. The physical verification of inventory has been conducted at reasonable intervals by the management during the year and, in our opinion, the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- b. The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. The requirement to report under clause 3(ii)(b) of the Order is, therefore, not applicable.

3 In respect of investments, guarantees or securities provided or loans or advances in the nature of loans granted by the Company:

- a. The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year except:

Particulars	Loans (₹ in lacs)
Aggregate amount of loans granted during the year – subsidiary company	1,655.16
Aggregate amount of loans granted during the year – other	15.00
Aggregate amount of securities/guarantees given during the year – associate company	1,350.00
Balances outstanding of loan given as on balance sheet date – subsidiaries	1,851.08
Balances outstanding of loan given as on balance sheet date – others	14.18
Balances outstanding of guarantee/security given as on balance sheet date – subsidiaries	3,121.72
Balances outstanding of guarantee given as on balance sheet date – associate/joint venture companies	5,550.00

- b. The terms and conditions of the grant of these loans and guarantees are not prejudicial to the interest of the Company.
- c. In respect of certain loans granted by the Company, the schedule of repayment of principal and payment of interest have not been stipulated and the repayments are generally regular.
- d. There is no overdue amount in respect of loans granted.
- e. No loans or advances in the nature of loans granted by the Company that have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties except for a loan of ₹ 1,670.92 lacs granted to one of the subsidiaries where the agreement for the repayment and payment of interest has been renewed during the year.
- f. The Company has not granted any loans or advances in the nature of loans that are either repayable on demand or without specifying any terms or period of repayment.

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 from public or any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and rules made thereunder, to the extent applicable, except for advances from customers aggregating to ₹ 2,201.92 lacs, which, in the opinion of the management, are accepted in the ordinary course of business. 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 Act 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:
- 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 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.
  - There are no statutory dues, which have not been deposited on account of dispute except for the followings:
 

Nature of Dues	Statute	₹ in lacs	Forum where dispute is pending
Provident Fund	Provident Fund Act	953.24	Bombay High Court
Service Tax	Finance Act, 1994	95.67	Commissioner of CGST & CX (Appeals)
- 8 The Company has not surrendered or disclosed any transactions, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- 9
- The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender *except for ₹ 1,184.53 lacs (including interest) related to the borrowing from financial institution. (refer note no. 17 & 18).*
  - The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
  - The term loans have been applied for the purposes for which they were obtained.
  - On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used for long-term purposes by the Company.
  - On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate or joint venture companies.
  - The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- 10
- The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments).
  - The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, the requirement to report under clause 3(x)(b) of the Order is not applicable.
- 11
- No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
  - No report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
  - The Company has not received any whistle blower complaint during the year and up to the date of this report.
- 12 The Company is not a Nidhi Company as per the provisions of the Act. The requirement to report under clause 3 (xii) of the Order is, therefore, not applicable.
- 13 Transactions with the related parties are in compliance with Section 177 and 188 of the Act, wherever applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- 14
- The Company has an internal audit system commensurate with the size and nature of its business.
  - We have considered the internal audit reports of the Company issued till date for the period under audit.
- 15 The Company has not entered into any non-cash transactions with its directors or persons connected with its directors.
- 16
- The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
  - The Company has not conducted any non-banking financial or housing finance activities without obtaining a valid certificate of registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
  - The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
  - There is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly the requirement to report under clause 3(xvi)(d) of the Order is not applicable.

- 17 The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- 18 There has been no resignation by the statutory auditors of the Company during the year.
- 19 According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20 The Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 for the current year. The requirement to report under of clause 3 (xii) of the Order is, therefore, not applicable to the Company

Mumbai  
May 29, 2024

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

**PRASHANT VORA**  
**Partner**  
**Membership No. 034514**  
**UDIN: 24034514BKHJSM4805**





## **ANNEXURE – B TO THE INDEPENDENT AUDITOR’S 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 (“the Company”) as of 31st March, 2024 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 Act.

### **Auditor’s 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 the ICAI and prescribed under section 143(10) of the Act, 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 were 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 auditor’s 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, 2024, 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 issued by the ICAI.

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

**PRASHANT VORA**  
**Partner**  
**Membership No. 034514**  
**UDIN: 24034514BKHJSM4805**

Mumbai  
May 29, 2024

# Ashapura Minechem Limited

## BALANCE SHEET AS AT 31st MARCH, 2024

(Indian ₹ in lacs)

Particulars	Note No.	As at 31st March 2024	As at 31st March 2023
<b>ASSETS:</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	2	9,372.44	10,547.68
Capital work in progress	2	649.89	188.25
Investment properties	3	1,970.48	2,049.36
Intangible assets	4	13.53	14.71
Financial assets			
Investments	5	3,951.45	3,951.45
Loans	6	1,855.82	3,553.29
Other financial assets	7	1,395.66	1,259.37
Deferred tax assets	8	1,540.69	-
Other non-current assets	9	15.59	9.07
		<b>20,765.55</b>	<b>21,573.18</b>
<b>Current Assets</b>			
Inventories	10	9,221.18	10,448.83
Financial assets			
Investments	5	-	-
Trade receivables	11	13,089.21	11,691.29
Cash and cash equivalents	12	1,378.60	2,074.50
Other bank balances	13	756.32	687.47
Loans	6	9.44	10.66
Other financial assets	7	236.51	876.79
Current tax assets (net)	14	1,206.31	884.11
Assets classified as held for sale		-	943.85
Other current assets	9	9,464.94	9,392.58
		<b>35,362.51</b>	<b>37,010.08</b>
<b>Total Assets</b>		<b>56,128.06</b>	<b>58,583.26</b>
<b>EQUITY AND LIABILITIES:</b>			
<b>Equity</b>			
Equity share capital	15	1,829.72	1,829.72
Other equity	16	17,166.82	661.22
Money received against share warrants	42	969.20	969.20
		<b>19,965.74</b>	<b>3,460.14</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
Borrowings	17	1,730.21	1,686.49
Other financial liabilities	18	15,031.37	29,699.88
Provisions	19	648.09	681.80
Other non-current liabilities	20	-	-
		<b>17,409.67</b>	<b>32,068.17</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	17	2,740.54	3,791.75
Trade payables	21	10.74	-
Total outstanding dues of Micro, Small and Medium Enterprises		6,137.93	5,110.44
Total outstanding dues of creditors other than MSME Enterprises		6,541.67	8,054.95
Other financial liabilities	18	-	-
Current tax liabilities (net)	14	-	-
Other current liabilities	20	3,105.41	5,883.24
Provisions	19	216.36	214.57
		<b>18,752.65</b>	<b>23,054.95</b>
<b>Total Liabilities</b>		<b>56,128.06</b>	<b>58,583.26</b>

The accompanying notes are integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

**For P A R K & COMPANY**  
Chartered Accountants

sd/-  
**CHETAN SHAH**  
Executive Chairman  
DIN : 00018960

sd/-  
**HEMUL SHAH**  
Executive Director & Chief Executive Officer  
DIN : 00058558

sd/-  
**PRASHANT VORA**  
Partner

sd/-  
**ASHISH DESAI**  
Group Chief Financial Officer

sd/-  
**SACHIN POLKE**  
Company Secretary & President (Corporate Affairs)

Mumbai  
May 29, 2024

Mumbai  
May 29, 2024



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024

(Indian ₹ in lacs)

Particulars	Note No.	2023-2024	2022-2023
<b>REVENUE:</b>			
Revenue from operations	22	33,314.41	22,269.17
Other income	23	1,338.29	4,001.41
<b>Total Income</b>		<b>34,652.70</b>	<b>26,270.58</b>
<b>EXPENSES:</b>			
Cost of materials consumed	24	7,551.37	5,951.67
Purchases of traded goods		2,961.81	1,699.74
Changes in inventories	25	873.73	852.29
Employee benefits expenses	26	3,189.80	2,933.16
Finance costs	27	1,419.18	2,239.39
Depreciation and amortisation expenses	28	1,026.05	1,538.35
Other expenses	29	9,980.81	11,638.33
<b>Total Expenses</b>		<b>27,002.75</b>	<b>26,852.93</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>7,649.95</b>	<b>(582.35)</b>
Exceptional Items	35	7,454.84	-
<b>Profit/(Loss) before tax</b>		<b>15,104.79</b>	<b>(582.35)</b>
Tax expenses			
Current tax		-	-
Earlier years' tax	14	-	(118.77)
Deferred tax	8	(1,540.69)	-
<b>Profit/(Loss) for the year</b>		<b>16,645.48</b>	<b>(701.12)</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
a. Remeasurements of defined benefit plans		(139.88)	(7.70)
Items that may be reclassified to profit or loss			
<b>Other comprehensive income for the year</b>		<b>(139.88)</b>	<b>(7.70)</b>
<b>Total Comprehensive Income for the year</b>		<b>16,505.60</b>	<b>(708.82)</b>
Basic earning per share	30	18.19	(0.77)
Diluted earning per share	30	17.69	(0.77)
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 and on behalf of the Board of Directors

**For P A R K & COMPANY**  
Chartered Accountants

sd/-  
**CHETAN SHAH**  
Executive Chairman  
DIN : 00018960

sd/-  
**HEMUL SHAH**  
Executive Director & Chief Executive Officer  
DIN : 00058558

sd/-  
**PRASHANT VORA**  
Partner

sd/-  
**ASHISH DESAI**  
Group Chief Financial Officer

sd/-  
**SACHIN POLKE**  
Company Secretary & President (Corporate Affairs)

Mumbai  
May 29, 2024

Mumbai  
May 29, 2024

# Ashapura Minechem Limited

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2024

### A. SHARE CAPITAL

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
At the beginning of the year	1,829.72	1,829.72
Changes in equity share capital during the year	-	-
At the end of the year	<b>1,829.72</b>	<b>1,829.72</b>

### B. OTHER EQUITY

(Indian ₹ in lacs)

Particulars	Other Comprehensive Income				Total
	Capital redemption reserve	Retained earnings	Securities Premium	Net gain/ (loss) on fair value of defined benefit plan	
<b>As at 1st April, 2022</b>	<b>1.00</b>	<b>(17,187.52)</b>	<b>19,082.34</b>	<b>(68.32)</b>	<b>1,827.50</b>
Loss for the year	-	(701.12)	-	-	<b>(701.12)</b>
Other comprehensive income for the year	-	-	-	(7.70)	<b>(7.70)</b>
Dividend	-	(457.46)	-	-	<b>(457.46)</b>
<b>As at 31st March, 2023</b>	<b>1.00</b>	<b>(18,346.10)</b>	<b>19,082.34</b>	<b>(76.02)</b>	<b>661.22</b>
Profit for the year	-	16,645.48	-	-	<b>16,645.48</b>
Other comprehensive income for the year	-	-	-	(139.88)	<b>(139.88)</b>
<b>As at 31st March, 2024</b>	<b>1.00</b>	<b>(1,700.62)</b>	<b>19,082.34</b>	<b>(215.90)</b>	<b>17,166.82</b>

The accompanying notes are integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

**For P A R K & COMPANY**  
Chartered Accountants

sd/-  
**CHETAN SHAH**  
Executive Chairman  
DIN : 00018960

sd/-  
**HEMUL SHAH**  
Executive Director & Chief Executive Officer  
DIN : 00058558

sd/-  
**PRASHANT VORA**  
Partner

sd/-  
**ASHISH DESAI**  
Group Chief Financial Officer

sd/-  
**SACHIN POLKE**  
Company Secretary & President (Corporate Affairs)

Mumbai  
May 29, 2024

Mumbai  
May 29, 2024



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2024

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
<b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit/(loss) for the year	16,645.48	(701.12)
Adjustments for -		
Depreciation and amortization	1,026.05	1,538.35
Loss / (profit) on sale of investments	(0.95)	-
Loss / (profit) on sale of property, plant & equipment	(2,016.32)	210.87
Income tax expenses	(1,540.69)	118.77
Reversal of impairment loss/(profit) recognised on receivables	(151.34)	(2,215.04)
Dividend receipts	(143.08)	(144.91)
Interest income	(404.67)	(325.20)
Finance cost	1,410.17	2,239.39
Operating profit before working capital changes	(1,820.83)	1,422.23
Adjustments for -		
(Increase)/decrease in trade and other receivables	887.25	6,211.27
(Increase)/decrease in other current and non-current assets	(78.88)	865.34
(Increase)/decrease in inventories	1,227.65	1,038.85
Increase/(decrease) in provisions	(171.80)	15.84
Increase/(decrease) in other current and non-current liabilities	(2,777.83)	1,960.83
Increase/(decrease) in trade and other payables	(14,877.23)	(6,746.43)
Cash generated from operations	(15,790.84)	3,345.70
Direct taxes paid	(322.20)	(252.63)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(1,288.39)</b>	<b>3,814.18</b>

# Ashapura Minechem Limited

## B CASH FLOW FROM INVESTING ACTIVITIES :

Payments for property, plant & equipment and intangible assets	(854.40)	(405.60)
Net cash flow on sale of investments	0.95	-
Proceeds from disposal of property, plant & equipment and CWIP	3,582.18	2.28
Dividend received	143.08	144.91
Interest received	404.67	325.20
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>3,276.48</b>	<b>66.79</b>

## C CASH FLOW FROM FINANCING ACTIVITIES :

Proceeds from loans borrowed	43.72	1,548.91
Repayments of borrowings	(1,051.21)	(2,529.73)
Proceeds from issue of share warrants	-	969.20
Dividend paid	(1.93)	(461.06)
Interest paid	(1,674.57)	(2,243.89)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(2,683.99)</b>	<b>(2,716.57)</b>

<b>Net Increase in Cash and Cash Equivalents</b>	<b>(695.90)</b>	<b>1,164.40</b>
--	-----------------	-----------------

Cash and cash equivalents as at beginning of the year	<b>2,074.50</b>	<b>910.10</b>
Cash and cash equivalents as at end of the year	<b>1,378.60</b>	<b>2,074.50</b>

The accompanying notes are integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

**For P A R K & COMPANY**  
Chartered Accountants

sd/-  
**CHETAN SHAH**  
Executive Chairman  
DIN : 00018960

sd/-  
**HEMUL SHAH**  
Executive Director & Chief Executive Officer  
DIN : 00058558

sd/-  
**PRASHANT VORA**  
Partner

sd/-  
**ASHISH DESAI**  
Group Chief Financial Officer

sd/-  
**SACHIN POLKE**  
Company Secretary & President (Corporate Affairs)

Mumbai  
May 29, 2024

Mumbai  
May 29, 2024



## Notes forming part of the financial statements for the year ended 31st March 2024

### COMPANY INFORMATION

**Ashapura Minechem Limited** ("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 vide CIN: L14108MH1982PLC026396. The Company is engaged in the mining, manufacturing and trading of various minerals and its derivative products and related services. 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 standalone financial statements ("the financial statements") were authorized for issue in accordance with the resolution of the Board of Directors on 29th May, 2024.

### 1 BASIS OF PREPARATION, MEASUREMENT AND MATERIAL 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 ("the Act"), read together with the Companies (Indian Accounting Standards) Rules, 2015, as applicable.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these 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 Act. 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 Material accounting policies:

##### a. System of accounting

The financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of Companies Act, 2013 ("Act"), except in case of significant uncertainties.

##### 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.

Estimates and judgements are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the Company

##### 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) 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 Act from the date the assets are ready for intended use after considering the residual value.
- (vi) 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. Intangible assets are amortized over the estimated useful life.
- (vii) 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.
- (viii) Losses arising from the retirement of and gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognised in the Statement of Profit and Loss.
- (ix) Property, plant and equipment and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

## 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 plots of land and buildings.
- 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 are 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.

### (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. However, trade receivables that do not contain a significant financing component are measured at transaction price.

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 bank balances**

Cash and 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.

Other bank balances:

Other bank balances include deposits with maturity less than twelve months but greater than three months and balances and deposits with banks that are restricted for withdrawal and usage.

**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 their transaction price and subsequently measured net of any expected credit losses.

**i. 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.

**j. Trade payables**

A payable is classified as a trade payable if it is in respect of the amount due on account of goods purchased in the normal course of business. These amounts represent liabilities for goods 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.

**k. Revenue recognition**

- (i) Revenue shall be recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.
- (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 the estimated sales incentives/discounts.
- (iii) Accumulated experience is used to estimate and provide for the discounts/rights of return, using the expected value method.
- (iv) A return liability is recognised to expected return in relation to sales made corresponding assets are recognised for the products expected to be returned.
- (v) The Company recognises as an asset, the incremental costs of obtaining a contract with a customer, if the Company expects to recover those costs. The said asset is amortised on a systematic basis consistent with the transfer of goods or services to the customers.
- (vi) 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.

- (vii) 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.

**l. 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.

**m. 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.

**n. 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.

**o. 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.

**p. Leases**

**Company as lessee**

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

**Company as lessor**

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

**q. 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.



**r. 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.

**s. 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.

**t. 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.

**u. 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.

**v. Exceptional items**

Exceptional items Exceptional items refer to items of income or expense within the Statement of Profit and Loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company.

**w. 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.

**x. Non- current assets held for sale**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition. Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised. Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet.

**y. 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".



## Note 2

### Property, plant and equipment

(Indian ₹ in lacs)

Particulars	Land (note no.d)	Buildings	Plant & Equipment	Barges	Office Equipment	Furniture & Fixtures	Vehicles	Total
<b>Gross carrying value</b>								
<b>As at 1st April, 2022</b>	<b>1,523.19</b>	<b>5,465.84</b>	<b>23,389.97</b>	<b>75.98</b>	<b>1,086.55</b>	<b>1,414.73</b>	<b>729.02</b>	<b>33,685.28</b>
Additions	-	37.02	290.56	-	20.42	0.14	2.07	<b>350.21</b>
Disposals	(61.31)	(668.10)	(3,950.75)	-	(34.62)	(23.30)	(32.92)	<b>(4,771.00)</b>
<b>As at 31st March, 2023</b>	<b>1,461.88</b>	<b>4,834.76</b>	<b>19,729.78</b>	<b>75.98</b>	<b>1,072.35</b>	<b>1,391.57</b>	<b>698.17</b>	<b>29,264.49</b>
Additions	3.74	19.42	281.49	-	60.50	3.59	24.02	<b>392.76</b>
Disposals	(184.51)	(377.29)	(755.46)	(5.00)	(1.91)	(0.60)	(16.32)	<b>(1,341.09)</b>
<b>As at 31st March, 2024</b>	<b>1,281.11</b>	<b>4,476.89</b>	<b>19,255.81</b>	<b>70.98</b>	<b>1,130.94</b>	<b>1,394.56</b>	<b>705.87</b>	<b>28,316.16</b>
<b>Accumulated depreciation</b>								
<b>As at 1st April, 2022</b>	<b>-</b>	<b>1,165.01</b>	<b>16,829.56</b>	<b>73.54</b>	<b>988.03</b>	<b>1,289.93</b>	<b>680.74</b>	<b>21,026.81</b>
Depreciation charged	-	135.45	1,266.28	-	27.52	22.12	4.24	<b>1,455.61</b>
Disposals	-	(151.66)	(3,529.15)	-	(32.52)	(21.59)	(30.69)	<b>(3,765.61)</b>
<b>As at 31st March, 2023</b>	<b>-</b>	<b>1,148.80</b>	<b>14,566.69</b>	<b>73.54</b>	<b>983.03</b>	<b>1,290.46</b>	<b>654.29</b>	<b>18,716.81</b>
Depreciation charged	-	113.24	781.74	-	32.00	16.30	2.71	<b>945.99</b>
Disposals	-	(149.86)	(546.92)	(4.84)	(1.44)	(0.51)	(15.51)	<b>(719.08)</b>
<b>As at 31st March, 2024</b>	<b>-</b>	<b>1,112.18</b>	<b>14,801.51</b>	<b>68.70</b>	<b>1,013.59</b>	<b>1,306.25</b>	<b>641.49</b>	<b>18,943.72</b>
<b>Net carrying value</b>								
<b>As at 31st March, 2023</b>	<b>1,461.88</b>	<b>3,685.96</b>	<b>5,163.09</b>	<b>2.44</b>	<b>89.32</b>	<b>101.11</b>	<b>43.88</b>	<b>10,547.68</b>
<b>As at 31st March, 2024</b>	<b>1,281.11</b>	<b>3,364.71</b>	<b>4,454.30</b>	<b>2.28</b>	<b>117.35</b>	<b>88.31</b>	<b>64.38</b>	<b>9,372.44</b>

### Capital work in progress ageing schedule:

(Indian ₹ in lacs)

Particulars	Capital work in progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
31st March, 2024					
Projects in progress	524.93	1.20	-	-	526.13
Projects temporarily suspended	-	-	123.76	-	123.76
	524.93	1.20	123.76	-	649.89
31st March, 2023					
Projects in progress	34.66	29.83	-	-	64.49
Projects temporarily suspended	-	123.76	-	-	123.76
	34.66	153.59	-	-	188.25

### Note:

- There are no projects which are overdue for completion or has exceeded its cost as compared to the original plan.
- Refer note no. 34 for disclosure of contractual commitment towards acquisition of property, plant and equipment.
- Refer note no. 17 and 44 for property, plant and equipment mortgaged/hypothecated/pledged as securities against borrowings.
- Charge is created on one of the assets, in favour of a financial institution against the finance availed by an associate company.

# Ashapura Minechem Limited

## Note 3

### Investment Properties

(Indian ₹ in lacs)

Particulars	Land	Building (note no. iv)	Total
<b>Gross carrying value</b>			
<b>As at 1st April, 2022</b>	<b>257.50</b>	<b>2,803.13</b>	<b>3,060.63</b>
Additions	-	-	-
Disposals	-	-	-
<b>As at 31st March, 2023</b>	<b>257.50</b>	<b>2,803.13</b>	<b>3,060.63</b>
Additions	-	-	-
Disposals	-	-	-
<b>As at 31st March, 2024</b>	<b>257.50</b>	<b>2,803.13</b>	<b>3,060.63</b>
<b>Accumulated depreciation</b>			
<b>As at 1st April, 2022</b>	-	<b>938.69</b>	<b>938.69</b>
Depreciation charged	-	72.58	<b>72.58</b>
Disposals	-	-	-
<b>As at 31st March, 2023</b>	-	<b>1,011.27</b>	<b>1,011.27</b>
Depreciation charged	-	78.88	<b>78.88</b>
Disposals	-	-	-
<b>As at 31st March, 2024</b>	-	<b>1,090.15</b>	<b>1,090.15</b>
<b>Net Carrying Amount</b>			
<b>As at 31st March, 2023</b>	<b>257.50</b>	<b>1,791.86</b>	<b>2,049.36</b>
<b>As at 31st March, 2024</b>	<b>257.50</b>	<b>1,712.98</b>	<b>1,970.48</b>

#### i) Amount recognised in profit or loss for investment properties

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
<b>Rental income</b>	<b>102.56</b>	98.77
Direct operating expenses	-	-
Gain from investment properties before depreciation	<b>102.56</b>	98.77
Depreciation	<b>78.88</b>	72.58
Gain from investment properties	<b>23.68</b>	<b>26.19</b>

#### ii) Contractual obligations

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

#### iii) Fair Value

The fair value of the Investment Property as at March 31, 2024 has been arrived at on the basis of a valuation carried out by independent valuers registered with the authority which governs the valuers in India. All fair value estimates for investment properties are included in Level 2. Fair valuation of the investment properties as on 31st March, 2024 is ₹ 3,511.16 lacs.

iv) Charge is created on one of the assets, in favour of a financial institution against the finance availed by a wholly-owned subsidiary company.



**Note 4**  
**Intangible assets**

(Indian ₹ in lacs)

Particulars	Computer Software	Total
<b>Gross carrying value (at deemed cost)</b>		
<b>As at 1st April, 2022</b>	<b>272.28</b>	<b>272.28</b>
Additions	-	-
Disposals	(22.32)	(22.32)
<b>As at 31st March, 2023</b>	<b>249.96</b>	<b>249.96</b>
Additions	-	-
Disposals	-	-
<b>As at 31st March, 2024</b>	<b>249.96</b>	<b>249.96</b>
<b>Accumulated depreciation</b>		
<b>As at 1st April, 2022</b>	<b>237.18</b>	<b>237.18</b>
Amortisation	10.16	10.16
Disposals	(12.09)	(12.09)
<b>As at 31st March, 2023</b>	<b>235.25</b>	<b>235.25</b>
Amortisation	1.18	1.18
Disposals	-	-
<b>As at 31st March, 2024</b>	<b>236.43</b>	<b>236.43</b>
<b>Net carrying value</b>		
<b>As at 31st March, 2023</b>	<b>14.71</b>	<b>14.71</b>
<b>As at 31st March, 2024</b>	<b>13.53</b>	<b>13.53</b>

**Note No. 5**  
**Investments**

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
<b>Non-current Investments</b>		
<b>a. Investments valued at cost, fully paid up</b>		
<b>Investments in subsidiaries in India</b>		
Ashapura International Limited <sup>1</sup> 3,000,000 Equity Shares of ₹ 10 each	327.27	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 <sup>1</sup> 218,080 Equity Shares of ₹ 10 each fully paid-up	961.54	961.54
Ashapura Aluminium 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 Minechem Limited

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
	<b>1,815.81</b>	<b>1,815.81</b>
<b>Investments in subsidiaries outside India</b>		
Ashapura Minechem UAE FZE 68 Equity Shares of AED 1,50,000 each fully paid-up	1,123.13	1,123.13
Ashapura Midgulf NV - Belgium 30,750 Equity Shares of Euro 1 each fully paid-up	17.76	17.76
	<b>1,140.89</b>	<b>1,140.89</b>
<b>Investments in joint ventures in India</b>		
Ashapura Perfoclay Limited <sup>1</sup> 8,966,590 Equity Shares of ₹ 10 each fully paid-up	896.66	896.66
	<b>896.66</b>	<b>896.66</b>
<b>Investments in associates in India</b>		
Ashapura Arcadia Logistics Private Limited 55,000 Equity Shares of ₹ 10 each fully paid-up	5.50	5.50
Shantilal Multiport Infrastructure Private Limited 8,49,975 Equity Shares of ₹ 10 each fully paid-up	91.38	91.38
	<b>96.88</b>	<b>96.88</b>
<b>b. Investment valued at cost</b>		
National Savings Certificates (under lien with VAT/mining authorities)	1.21	1.21
	<b>1.21</b>	<b>1.21</b>
<b>Total non-current investments</b>	<b>3,951.45</b>	<b>3,951.45</b>
<sup>1</sup> investments in these equity shares are pledged with a creditor.		
Aggregate amount of quoted investments	-	-
Market value of quoted investments	-	-
Aggregate amount of unquoted investments	<b>3,951.45</b>	<b>3,951.45</b>





## Note 6

### Loans

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March	31st March	31st March	31st March
	2024	2023	2024	2023
<b>Unsecured, considered good</b>				
Loans to a wholly-owned subsidiary companies*	1,851.08	3,552.24	-	-
Employee loans	4.74	1.05	9.44	10.66
<b>Total loans</b>	<b>1,855.82</b>	<b>3,553.29</b>	<b>9.44</b>	<b>10.66</b>

Disclosures for loans to subsidiaries u/s 186(4) of the Companies Act, 2013 and disclosure as per Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(Indian ₹ in lacs)

Name of the entity	Outstanding balances		Maximum balance outstanding during the year	
	31st March	31st March	31st March	31st March
	2024	2023	2024	2023
<b>Subsidiaries:</b>				
Ashapura Minechem (UAE) FZE	1,670.92	1,570.24	1,670.92	1,570.24
Bombay Minerals Limited	180.16	1,982.00	1982.00	1,982.00
	<b>1,851.08</b>	<b>3,552.24</b>	<b>3,652.92</b>	<b>3,552.24</b>

\* for working capital purposes

## Note 7

### Other financial assets

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March	31st March	31st March	31st March
	2024	2023	2024	2023
Term deposits with maturity of more than 12 months *	414.36	416.99	-	-
Claims receivables	-	-	228.93	864.84
Security deposits	981.30	842.38	-	-
Interest receivables	-	-	7.58	11.95
<b>Total other financial assets</b>	<b>1,395.66</b>	<b>1,259.37</b>	<b>236.51</b>	<b>876.79</b>

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

### Security Deposit

Towards land and premises to directors, firms & companies in which some of the directors are interested

45	45	-	-
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# Ashapura Minechem Limited

## Note 8

### Deferred tax assets

Particulars	(Indian ₹ in lacs)	
	Non-current	
	31st March 2024	31st March 2023
Unabsorbed depreciation and losses	1,540.69	-
<b>Total deferred tax assets</b>	<b>1,540.69</b>	<b>-</b>

### Note for Deferred tax

Deferred tax assets (net of current year's Set-off) has been recognized to the extent it is probable that the future taxable profits will be available against unabsorbed losses.

## Note 9

### Other assets

Particulars	(Indian ₹ in lacs)			
	Non-current		Current	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Trade advances to suppliers	-	-	9,208.20	9,590.46
Less: Loss allowance for doubtful advances	-	-	2,749.56	2,782.07
			6,458.64	6,808.39
Capital advances	15.59	9.07	-	-
Employee advances			15.93	12.89
Prepaid expenses	-	-	120.41	123.82
Input credit receivables	-	-	980.08	633.35
Other advances	-		1,889.88	1,814.13
<b>Total other assets</b>	<b>15.59</b>	<b>9.07</b>	<b>9,464.94</b>	<b>9,392.58</b>
<b>Trade and other advances:</b>				
- To subsidiary companies	-	-	4,733.13	4,559.90
- To companies or firms in which some of the directors are interested	-	-	63.28	117.58



**Note 10**  
**Inventories**

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
Raw materials	704.80	895.65
Semi finished goods	886.93	1,276.79
Finished goods	2,063.58	2,533.01
Stock-in-trade	4,949.28	4,963.72
Stores & spares	468.26	573.74
Packing materials	148.33	205.92
<b>Total inventories</b>	<b>9,221.18</b>	<b>10,448.83</b>

The cost of inventories recognised as an expense during the year as disclosed in note no. 24 & 25 includes Rs. 913.37 (previous year - Rs. 290.35) lacs towards write down of inventories.

**Note 11**  
**Trade Receivables**

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
Unsecured, considered good	12,805.51	11,561.30
Unsecured, significant increase in credit risk	399.31	238.86
Unsecured, considered doubtful	958.70	1,035.97
Less: Loss allowance for bad and doubtful debts	(1,074.31)	(1,144.84)
<b>Total trade receivables</b>	<b>13,089.21</b>	<b>11,691.29</b>

Above includes due from related party

- Subsidiaries	7,262.54	5,832.20
- Joint ventures & associates	1,392.48	969.89

**11.1 Trade receivables ageing schedule:**

( Indian ₹ in lacs)

Particular	Not due	Outstanding for the following period from due date of payments					Total
		< 6 Months	6 months- 1 year	1 - 2 years	2 - 3 years	> 3 years	
31st March, 2024							
Undisputed, considered good	4,219.39	6,750.16	720.43	259.98	309.12	546.43	12,805.51
Undisputed having significant increase in credit risk	-	-	-	278.37	120.94	-	399.31
Undisputed trade receivables-credit impaired	-	-	-	-	-	677.67	677.67
Disputed trade receivables-credit impaired	-	-	-	-	-	281.03	281.03
	4,219.39	6,750.16	720.43	538.35	430.06	1,505.13	14,163.52
Less: Allowance for credit losses							(1,074.31)
Total trade receivables							13,089.21

## Ashapura Minechem Limited

<b>31st March, 2023</b>							
Undisputed, considered good	4,884.53	1,748.06	2,195.00	1,685.96	-	1,047.75	11,561.30
Undisputed having significant increase in credit risk	-	-	-	35.18	203.68	-	238.86
Undisputed trade receivables-credit impaired	-	-	-	-	-	754.94	754.94
Disputed trade receivables-credit impaired	-	-	-	-	-	281.03	281.03
	<b>4,884.53</b>	<b>1,748.06</b>	<b>2,195.00</b>	<b>1,685.96</b>	<b>203.68</b>	<b>2,083.72</b>	<b>12,836.13</b>
<b>Less: Allowance for credit losses</b>							<b>(1,144.84)</b>
<b>Total trade receivables</b>							<b>11,691.29</b>

### Note 12

#### Cash and cash equivalents

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
Balances with banks	775.87	1,935.81
Cash on hand	17.23	14.19
Other term deposits	585.50	124.50
<b>Total cash and cash equivalents</b>	<b>1,378.60</b>	<b>2,074.50</b>

### Note 13

#### Other bank balances

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
Margin money deposits *	750.18	679.40
Dividend accounts	6.14	8.07
<b>Total other bank balances</b>	<b>756.32</b>	<b>687.47</b>

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March, 2024.

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

### Note 14

#### Income tax

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
The following table provides the details of income tax assets and liabilities :		
Current income tax assets	1,206.31	884.11
Current income tax liabilities	-	-
<b>Net balance</b>	<b>1,206.31</b>	<b>884.11</b>
<b>The gross movement in the current tax asset / (liability) :</b>		
Net current income tax asset at the beginning	884.11	750.25
Income tax paid (net of refunds)	322.20	252.63
Tax expense	-	(118.77)
<b>Net current income tax asset at the end</b>	<b>1,206.31</b>	<b>884.11</b>



## Note 15

### Equity share capital

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
<b>Authorised</b>		
30,00,00,000 equity shares of ₹ 2 each	6,000.00	6,000.00
30,00,000 preference shares of ₹ 100 each	3,000.00	3,000.00
	<b>9,000.00</b>	<b>9,000.00</b>
<b>Issued, Subscribed and Paid up</b>		
9,14,86,098 equity shares of ₹ 2 each	1,829.72	1,829.72
<b>Total equity share capital</b>	<b>1,829.72</b>	<b>1,829.72</b>

a. Equity shares issued as fully paid-up bonus shares or otherwise than by cash during the preceding five years: Nil

### b. Reconciliation of equity shares outstanding at the beginning and at the end of the year :

(Indian ₹ in lacs )

Particulars	As on 31st March, 2024		As on 31st March, 2023	
	No. of shares	₹	No. of shares	₹
Balance at the beginning of the year	9,14,86,098	1,829.72	9,14,86,098	1,829.72
Addition during the year	-	-	-	-
Balance at end of the year	9,14,86,098	1,829.72	9,14,86,098	1,829.72

### c. Shares held by promoters and promoter group :

Name of Shareholder	As at 31st March, 2024		As at 31st March, 2023		Change (%)
	Nos.	% of holding	Nos.	% of holding	
Ashapura Industrial Finance Limited	1,48,33,734	16.21	1,47,81,734	16.16	0.06
Mr. Chetan Navnitlal Shah	1,35,93,814	14.86	1,35,93,814	14.86	-
Ms. Dina Chetan Shah	92,02,360	10.06	92,02,360	10.06	-
Mr. Manan Shah	22,39,220	2.45	22,39,220	2.45	-
Ms. Chaitali Salot	12,55,620	1.37	12,55,620	1.37	-
Ms. Himani Shah	1,42,980	0.16	1,42,980	0.16	-
Late Shri Navnitlal R Shah Estate	1,29,460	0.14	1,29,460	0.14	-
Ashapura Overseas Private Limited	1,20,000	0.13	1,20,000	0.13	-
Gurbarga Trading Co. Private Limited	2,520	0.01	2,520	0.01	-
Hemprabha Trading Co. Private Limited	2,520	0.01	2,520	0.01	-

Name of Shareholder	As at 31st March, 2023		As at 31st March, 2022		Change (%)
	Nos.	% of holding	Nos.	% of holding	
Ashapura Industrial Finance Limited	1,47,81,734	16.16	1,41,61,612	15.48	0.68
Mr. Chetan Navnitlal Shah	1,35,93,814	14.86	1,35,43,814	14.80	0.05
Ms. Dina Chetan Shah	92,02,360	10.06	92,02,360	10.06	-
Mr. Manan Shah	22,39,220	2.45	22,39,220	2.45	-
Ms. Chaitali Salot	12,55,620	1.37	12,55,620	1.37	-
Ms. Himani Shah	1,42,980	0.16	1,42,980	0.16	-

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Late Shri Navnitlal R Shah Estate	1,29,460	0.14	1,29,460	0.14	-
Ashapura Overseas Private Limited	1,20,000	0.13	1,00,000	0.11	0.02
Gurbarga Trading Co. Private Limited	2,520	0.01	2,520	0.01	-
Hemprabha Trading Co. Private Limited	2,520	0.01	2,520	0.01	-

### d. Shares held by each shareholder holding more than five percent shares :

Name of Shareholder	As at 31st March 2024		As at 31st March 2023	
	Nos.	% of holding	Nos.	% of holding
Ashapura Industrial Finance Limited	1,48,33,734	16.21	1,47,81,734	16.16
Mr. Chetan Navnitlal Shah	1,35,93,814	14.86	1,35,93,814	14.86
Ms. Dina Chetan Shah	92,02,360	10.06	92,02,360	10.06
Albula Investment Fund Limited	47,57,017	5.20	47,57,017	5.20

### e. 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 16

#### Other equity

Particulars	(Indian ₹ in lacs)	
	31st March 2024	31st March 2023
<b>Capital Redemption Reserve</b>		
Balance at the beginning of the year	1.00	1.00
Additions during the year	-	-
Balance at the end of the year	1.00	1.00
<b>Securities Premium Account</b>		
Balance at the beginning of the year	19,082.34	19,082.34
Additions during the year	-	-
Balance at the end of the year	19,082.34	19,082.34
<b>Retained earnings</b>		
Balance at the beginning of the year	(18,346.10)	(17,187.52)
Profit/(loss) for the year	16,645.48	(701.12)
Dividend	-	(457.46)
Balance at the end of the year	(1,700.62)	(18,346.10)
<b>Other components of equity</b>		
Remeasurement of defined benefit plans	(215.90)	(76.02)
<b>Total other equity</b>	<b>17,166.82</b>	<b>661.22</b>

**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.

## Note 17

### Borrowings

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
<b>Secured</b>				
Term loans from financial institution	-	1,686.49	-	-
Current maturities of long-term debt*	-	-	2,740.54	3,791.75
	-	1,686.49	2,740.54	3,791.75
* includes overdue borrowings of ₹ 1,054.05 lacs.				
<b>Unsecured</b>				
Inter corporate deposits	1,730.21	-	-	-
	1,730.21	-	-	-
<b>Total borrowings</b>	<b>1,730.21</b>	<b>1,686.49</b>	<b>2,740.54</b>	<b>3,791.75</b>

Note: Term loans from financial institution 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, pledged of shares held by some of the directors and also against personal guarantees of some of the directors.

## Note 18

### Other financial liabilities

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Interest accrued and due on borrowings	-	-	134.63	399.03
Unpaid dividend	-	-	6.14	8.07
Derivatives and other claims payable (Refer note no. 44 )	-	-	2,500.00	2,500.00
Security deposit from subsidiaries	-	-	57.75	57.75
Payables towards services received	-	-	48.15	57.60
Shipping claims payable*	15,031.37	29,699.88	3,795.00	5,032.50
<b>Total other financial liabilities</b>	<b>15,031.37</b>	<b>29,699.88</b>	<b>6,541.67</b>	<b>8,054.95</b>

\* investments in equity shares as stated in note no. 5 are pledged with one of the creditors.

# Ashapura Minechem Limited

## Note 19 Provisions

Particulars	(Indian ₹ in lacs)			
	Non-current		Current	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Provision for leave encashment	83.62	73.36	29.92	23.22
Provision for minning restoration	564.47	555.15	-	-
Provision for bonus	-	-	66.04	69.76
Provision for gratuity	-	53.29	102.58	103.77
Provision for royalty	-	-	17.82	17.82
<b>Total provisions</b>	<b>648.09</b>	<b>681.80</b>	<b>216.36</b>	<b>214.57</b>

## Note 20 Other liabilities

Particulars	(Indian ₹ in lacs)			
	Non-current		Current	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Advances from customers	-	-	2,725.06	5,468.42
Statutory liabilities	-	-	148.05	184.83
Payable for capital assets	-	-	38.30	36.19
Other liabilities	-	-	194.00	193.80
<b>Total other liabilities</b>	<b>-</b>	<b>-</b>	<b>3,105.41</b>	<b>5,883.24</b>

## Note 21 Trade payables

Particulars	(Indian ₹ in lacs)	
	Current	
	31st March 2024	31st March 2023
Trade payables		
Total outstanding dues of Micro, Small and Medium Enterprises (refer note no. 38)	10.74	-
Total outstanding dues of creditors other than MSME Enterprises	6,137.93	5,110.44
<b>Total trade payables</b>	<b>6,148.67</b>	<b>5,110.44</b>





## 21.1 Trade payables ageing schedule:

( Indian ₹ in lacs)

Particular	Not Due	Outstanding for the following period from due date of payments				Total
		Less than 1 year	1 - 2 years	2 - 3 years	> 3 years	
31st March, 2024						
Outstanding dues to MSME	10.74	-	-	-	-	10.74
Others	2,571.38	2,357.37	18.35	264.83	926.00	6,137.93
Total....	2,582.12	2,357.37	18.35	264.83	926.00	6,148.67
31st March, 2023						
Outstanding dues to MSME	-	-	-	-	-	-
Others	1,797.42	1,246.33	931.77	27.89	1,107.03	5,110.44
Total....	1,797.42	1,246.33	931.77	27.89	1,107.03	5,110.44

## Note 22

### Revenue from operations

(Indian ₹ in lacs)

Particulars	2023-2024	2022-2023
<b>Sale of Products</b>		
Export sales	11,554.88	12,774.98
Domestic sales	9,773.16	6,803.59
	<b>21,328.04</b>	<b>19,578.57</b>
<b>Other Operating Revenue</b>		
Research & development fees receipts	1,000.79	900.00
Commission receipts	9,081.28	-
Other operating income	1,904.30	1,790.60
<b>Total revenue from operations</b>	<b>33,314.41</b>	<b>22,269.17</b>

## Note 23

### Other income

(Indian ₹ in lacs)

Particulars	2023-2024	2022-2023
Interest receipts	404.67	325.20
Dividend receipts	143.08	144.91
Profit on sale of investments (net)	0.95	-
Profit on sale of property, plant & equipment (net)	31.39	-
Lease rent receipts	418.59	425.24
Gain on foreign currency fluctuation	93.21	800.61
Sundry balances/excess provisions written back (net)	151.34	2,215.04
Miscellaneous income	95.06	90.41
<b>Total other income</b>	<b>1,338.29</b>	<b>4,001.41</b>

# Ashapura Minechem Limited

## Note 24

### Cost of materials consumed

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
<u>Raw materials consumed</u>		
Opening stock	895.65	1,007.95
Add: Purchases	4,469.41	4,378.08
Less: Closing stock	(704.80)	(895.65)
	<u>4,660.26</u>	<u>4,490.38</u>
<u>Packing materials consumed</u>		
Opening stock	205.92	225.00
Add: Purchase and direct expenses	704.89	627.47
Less: Closing stock	(148.33)	(205.92)
	<u>762.48</u>	<u>646.55</u>
Rent and royalty	967.31	452.34
Mining expenses	1,161.32	362.40
<b>Total cost of material consumed</b>	<b><u>7,551.37</u></b>	<b><u>5,951.67</u></b>

## Note 25

### Changes in inventories

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
<u>Closing Stock</u>		
Finished goods	2,063.58	2,533.01
Stock-in-trade	4,949.28	4,963.72
Semi finished goods	886.93	1,276.79
	<u>7,899.79</u>	<u>8,773.52</u>
<u>Opening Stock</u>		
Finished goods	2,533.01	2,686.39
Stock-in-trade	4,963.72	5,269.53
Semi finished goods	1,276.79	1,669.89
	<u>8,773.52</u>	<u>9,625.81</u>
<b>Changes in inventories</b>	<b><u>873.73</u></b>	<b><u>852.29</u></b>

## Note 26

### Employee benefit expenses

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
Salaries, wages, allowances and bonus	2,536.06	2,406.49
Directors' remuneration	197.79	155.84
Contribution to provident fund & other welfare funds	188.57	166.94
Staff welfare expenses	267.38	203.89
<b>Total employee benefit expenses</b>	<b><u>3,189.80</u></b>	<b><u>2,933.16</u></b>



## Note 27

### Finance costs

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
Interest		
Banks	-	-
Income tax	0.15	1.53
Others	1,410.02	2,234.70
	1,410.17	2,236.23
Other borrowing costs	9.01	3.16
<b>Total finance costs</b>	<b>1,419.18</b>	<b>2,239.39</b>

## Note 28

### Depreciation and amortisation expenses

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
Property, plant and equipment	945.99	1,455.61
Investment properties	78.88	72.58
Intangible assets	1.18	10.16
<b>Total depreciation and amortisation</b>	<b>1,026.05</b>	<b>1,538.35</b>

## Note 29

### Other expenses

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
<b>Manufacturing expenses</b>		
Power and fuel	2,969.21	2,351.74
Machinery repairs and maintenance	112.81	91.24
Stores and spares	798.59	800.44
Carriage inward	29.16	124.25
Other expenses	750.20	703.19
	4,659.97	4,070.86
<b>Selling and distribution expenses</b>		
Sales Commission	22.98	26.24
Export freight and insurance	1,418.63	2,759.65
Export and other shipment expenses	1,585.66	2,773.72
	3,027.27	5,559.61
<b>Administrative and other expenses</b>		
Advertisement and business promotion	38.21	28.91
Rent	72.78	73.64
Rates and taxes	31.84	25.73
Repairs to buildings and others	108.34	107.88
Insurance premiums	191.29	142.72
Travelling expenses	302.40	178.99
Bank discount, commission and other charges	43.26	44.17
Software maintenance expenses	168.77	74.74
Legal and professional fees	494.49	463.44
Payment to auditors	63.02	55.45
Directors sitting fees	15.00	19.75
Loss on sale of Property, plant & equipment (net)	-	210.87
Donations	7.38	10.48
Miscellaneous expenses	756.79	571.09
	2,293.57	2,007.86
<b>Total other expenses</b>	<b>9,980.81</b>	<b>11,638.33</b>

# Ashapura Minechem Limited

## Payments to auditors

Audit fees (including quarterly limited review)	53.25	47.50
Tax audit fees	5.75	5.50
Other services	2.78	1.25
Reimbursement of expenses	1.24	1.20
	<b>63.02</b>	<b>55.45</b>

## Note 30

### Earning per share

Particulars	2023-2024	2022-2023
Profit / (Loss) for the year (Indian ₹ in lacs)	16,645.48	(701.12)
Weighted average number of shares (Nos)	9,14,86,098	9,14,86,098
Diluted number of shares (Nos)	9,41,11,951	9,14,86,098
Earnings per share (Basic ) ₹	18.19	(0.77)
Earnings per share (Diluted ) ₹	17.69	(0.77)
Face value per share ₹	2.00	2.00

## Note 31

### Fair value measurement

#### i) Financial instruments by category :

( Indian ₹ in lacs )

Particulars	31st March 2024				31st March 2023			
	FVPL	FVOCI	Amortised cost	Fair value	FVPL	FVOCI	Amortised cost	Fair value
<b>Financial assets</b>								
Investments	-	-	3,951.45	3,951.45	-	-	3,951.45	3,951.45
Trade receivables	-	-	13,089.21	13,089.21	-	-	11,691.29	11,691.29
Loans - non-current	-	-	1,855.82	1,855.82	-	-	3,553.29	3,553.29
Loans - current	-	-	9.44	9.44	-	-	10.66	10.66
Other financial assets - non-current	-	-	1,395.66	1,395.66	-	-	1,259.37	1,259.37
Other financial assets - current	-	-	236.51	236.51	-	-	876.79	876.79
Cash and cash equivalents	-	-	1,378.60	1,378.60	-	-	2,074.50	2,074.50
Other bank balances	-	-	756.32	756.32	-	-	687.47	687.47
<b>Total financial assets</b>	<b>-</b>	<b>-</b>	<b>22,673.01</b>	<b>22,673.01</b>	<b>-</b>	<b>-</b>	<b>24,104.82</b>	<b>24,104.82</b>
<b>Financial liabilities</b>								
Borrowings								
Long term borrowings	-	-	1,730.21	1,730.21	-	-	1,686.49	1,686.49
Short term borrowings	-	-	2,740.54	2,740.54	-	-	3,791.75	3,791.75
Trade payables	-	-	6,148.67	6,148.67	-	-	5,110.44	5,110.44
Other financial liabilities - non-current	-	-	15,031.37	15,031.37	-	-	29,699.88	29,699.88
Other financial liabilities -current	-	-	6,541.67	6,541.67	-	-	8,054.95	8,054.95
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>32,192.46</b>	<b>32,192.46</b>	<b>-</b>	<b>-</b>	<b>48,343.51</b>	<b>48,343.51</b>



## Note 32

### 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.

Customer credit risk is managed by the Company through established policy and procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally carrying upto 90 days credit terms. The Company has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation. Trade receivables are consisting of a large number of customers. Export receivables are backed by forward contract. 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.

#### 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.

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Contractual maturities of significant financial liabilities are as follows:

( Indian ₹ in lacs )

Particulars	Less than or equal to one year	more than one year	Total	Carrying Value
<b>Liquidity exposure as on 31st March 2024</b>				
<b>Financial Liabilities</b>				
Long term borrowings	-	1,730.21	1,730.21	1,730.21
Short term borrowings	2,740.54	-	2,740.54	2,740.54
Trade payables	6,148.67	-	6,148.67	6,148.67
Other financial liabilities	6,541.67	16,480.00	23,021.67	21,573.04
<b>Total financial liabilities</b>	<b>15,430.88</b>	<b>18,210.21</b>	<b>33,641.09</b>	<b>32,192.46</b>

## Liquidity exposure as on 31st March 2023

### Financial Liabilities

Long term borrowings	-	1,686.49	1,686.49	1,686.49
Short term borrowings	3,791.75	-	3,791.75	3,791.75
Trade payables	5,110.44	-	5,110.44	5,110.44
Other financial liabilities	8,054.95	34,680.00	42,734.95	37,754.83
<b>Total financial liabilities</b>	<b>16,957.14</b>	<b>36,366.49</b>	<b>53,323.63</b>	<b>48,343.51</b>

## 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.

### 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.

### b) Exposure in foreign currency:

The Company deals with foreign currency loan given, trade payables, trade receivables etc. and is therefore exposed to foreign exchange risk associated with exchange rate movement.

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas and purchases from overseas suppliers in various foreign currencies.

**Exposure in foreign currency - Hedged** The Company has no hedged foreign currency exposure at the end of the relevant period.

### Unhedged:

( respective foreign currencies in lacs)

Currency	31st March, 2024	31st March, 2023
<b>Receivables</b>		
USD	147.83	128.34
EURO	11.80	9.14
AED	0.02	-
GBP	1.19	-



#### Payables

USD	26.62	23.92
EURO	0.43	0.19
AED	-	0.20

#### Loans to overseas subsidiaries

USD	20.04	19.11
-----	-------	-------

#### c) 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.

( Indian ₹ in lacs )			
Particulars	Currency	Change in rate	Effect on profit before tax
31 March 2024	USD	+5%	588.80
	USD	-5%	(588.80)
31 March 2023	USD	+5%	507.59
	USD	-5%	(507.59)
31 March 2024	EURO	+5%	51.29
	EURO	-5%	(51.29)
31 March 2023	EURO	+5%	39.98
	EURO	-5%	(39.98)

#### Note 33

##### Capital management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

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.

The following table summarises the capital of the Company:

( Indian ₹ in lacs )		
Particulars	31st March 2024	31st March 2023
Total debt	4,470.75	5,478.24
Total equity	19,965.74	3,460.14
Total debt to equity ratio	0.22	1.58

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## Note 34

### Capital and Other Commitments

( Indian ₹ in lacs )

No.	Particulars	31st March 2024	31st March 2023
<b>Capital commitments</b>			
1	Estimated value of contracts remaining to be executed	48.06	1,175.99

## Note 35

### Exceptional items

( Indian ₹ in lacs )

No.	Particulars	31st March 2024	31st March 2023
1	Loss due to cyclone (net of insurance claim receipts) at certain plants of the Company in Gujarat	(201.85)	-
2	Gain on sale of the assets on the closure of some of the plants of the Company	1,984.93	-
3	Gain on settlement of old outstanding liabilities (net)	5,671.76	-
<b>Total....</b>		<b>7,454.84</b>	<b>-</b>

## Note 36

### Contingent Liabilities

( Indian ₹ in lacs )

No.	Particulars	31st March 2024	31st March 2023
1	Guarantees to banks against credit facilities extended to subsidiary companies	3,121.72	3,135.00
2	Guarantees to banks and others against credit facilities extended to associate/joint venture companies	5,550.00	4,200.00
3	Guarantees given by the Company to various Government Authorities	3,720.85	4,252.40
4	In respect of Taxation Matters	-	2,701.63
5	In respect of disputed Goods & Service Tax matters	5.17	-
6	In respect of disputed service tax matters	106.31	-
7	In respect of disputed provident fund liabilities	1,010.74	1,010.74
8	Shipping claims against the Company not acknowledged as debt	6,415.18	6,194.17
9	Other claims against the Company not acknowledged as debt	5,013.37	4,812.51
10	In respect of other matters	18.68	18.68
<b>Total....</b>		<b>24,962.02</b>	<b>26,325.13</b>

The amounts disclosed above represent the best possible estimates arrived at on the basis of available information.

## Note 37

### 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 )

Particulars	31st March 2024	31st March 2023
<b>Amount recognised in balance sheet</b>		
Present value of funded defined benefit obligation	1,041.86	841.18
Fair value of plan assets	939.28	684.12
<b>Net unfunded obligation/(assets)</b>	<b>102.58</b>	<b>157.06</b>
<b>Expense recognised in the statement of profit and loss</b>		
Current service cost	40.42	34.64
Interest on net defined benefit asset	11.81	9.77
<b>Total expense charged to statement of profit and loss</b>	<b>52.23</b>	<b>44.41</b>





Particulars	31st March 2024	31st March 2023
<b>Amount recorded as other comprehensive income</b>		
Opening amount recognised in OCI outside statement of profit and loss	(76.02)	(68.32)
Remeasurements during the period due to:		
Changes in financial assumptions	(144.32)	(6.20)
Actual return on plan assets less interest on plan assets	4.44	(1.50)
<b>Closing amount recognised in OCI outside statement of profit and loss</b>	<b>(215.90)</b>	<b>(76.02)</b>
<b>Reconciliation of net liability/(asset)</b>		
<b>Opening net defined benefit liability/(asset)</b>	<b>157.06</b>	<b>135.11</b>
Expense charged to statement of profit and loss	52.23	44.41
Net liabilities transfer out	0.22	80.03
Amount recognised outside statement of profit and loss	139.88	7.70
Employer contributions	(246.81)	(110.19)
<b>Closing net defined benefit liability/(asset)</b>	<b>102.58</b>	<b>157.06</b>
<b>Movement in benefit obligation</b>		
<b>Opening of defined benefit obligation</b>	<b>841.18</b>	<b>713.23</b>
Current service cost	40.42	34.64
Interest on defined benefit obligation	63.26	51.57
Net liabilities transfer out	0.22	80.03
Actuarial loss/(gain) arising from change in financial assumptions	10.62	(11.69)
Benefits paid from the fund	(47.53)	(44.50)
Actuarial loss/(gain) on obligation	133.69	17.90
<b>Closing of defined benefit obligation</b>	<b>1,041.86</b>	<b>841.18</b>
<b>Movement in plan assets</b>		
<b>Opening fair value of plan assets</b>	<b>684.11</b>	<b>578.11</b>
Return on plan assets excluding interest income	4.44	(1.50)
Interest income (net)	51.45	41.81
Contributions by employer	246.81	110.19
Benefits paid	(47.53)	(44.50)
<b>Closing of defined benefit obligation</b>	<b>939.28</b>	<b>684.11</b>
<b>Principal actuarial assumptions</b>		
Discount Rate	7.23	7.52
Salary escalation rate p.a.	7.23	7.52
Future salary increase	5.00	5.00
Rate of employee turnover	4.00	4.00

Sensitivity analysis for significant assumption is as shown below:

( Indian ₹ in lacs )

No.	Particulars	31st March 2024	31st March 2023
1	Discount Rate - 1% increase	(35.33)	(37.65)
	Discount Rate - 1% decrease	39.22	41.94
2	Salary - 1% increase	39.70	42.58
	Salary - 1% decrease	(36.37)	(38.86)
3	Employee Turnover - 1% increase	4.80	6.28
	Employee Turnover - 1% decrease	(5.26)	(6.88)

## Ashapura Minechem Limited

The following are the expected future benefit payments for the defined benefit plan: ( Indian ₹ in lacs )			
No.	Particulars	31st March 2024	31st March 2023
1	Within the next 12 months (next annual reporting period)	436.09	233.06
2	Between 2 and 5 years	343.76	260.58
3	Beyond 5 years	684.06	834.09

### Note 38

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2023-24, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

( Indian ₹ in lacs )			
	Particulars	31st March 2024	31st March 2023
	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	10.74	-
2	Interest due on above	-	-

### Note 39

#### Details of Income and Expenditure on Research and Development:

( Indian ₹ in lacs )			
Particulars	2023-2024	2022-2023	
Salaries, wages, allowances and bonus	337.43	284.71	
Contribution to employee benefit funds	15.13	11.98	
Staff welfare expenses	12.78	6.54	
Rates and taxes	0.03	-	
Machinery repairs and maintenance	14.27	13.13	
Laboratory analysis and other expenses	108.80	104.50	
Other selling expenses	0.86	0.59	
Travelling expenses	8.83	4.19	
Rent	14.52	14.52	
Building and other repairs	16.32	23.19	
Donation	-	0.25	
Advertisement and business promotion	-	0.15	
Loss on foreign currency fluctuations	2.02	-	
Legal and professional fees	5.38	8.20	
Sundry balances written off	-	0.96	
Payment to auditors	0.30	0.30	
Insurance premiums	0.15	0.24	
Vehicle expenses	13.61	5.99	
Security expenses	17.48	14.90	
General expenses	61.00	14.58	
	628.91		508.92
Material cost	-		-
Depreciation	118.79		111.60
	747.70		620.52
Exceptional items (net)	5.27		-
<b>Less:</b>			
Receipt from operations	1,007.68	900.00	
Interest income	0.04	0.02	
Other income	7.43	0.58	
	1,015.15		900.60
<b>Net surplus/(deficit)</b>	<b>262.18</b>		<b>280.08</b>
<b>Capital expenditure</b>	<b>180.46</b>		<b>62.53</b>



#### Note 40

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
<u>(i) Subsidiary companies</u>		
1	Aeon Procure Private Limited <sup>1</sup>	India
2	Ashapura Aluminium Limited	India
3	Ashapura Boffa Bauxite SAU	Guinea
4	Ashapura Claytech Limited	India
5	Ashapura Consultancy Services Private Limited	India
6	Ashapura Fareast Acticlay Sdn Bhd <sup>2</sup>	Malaysia
7	Ashapura Fareast MPA Sdn Bhd	Malaysia
8	Ashapura Global Infratech SARLU	Guinea
9	Ashapura Guinea Resources SARL	Guinea
10	Ashapura Holdings Fareast Pte Ltd	Singapore
11	Ashapura Holdings (UAE) FZE	UAE
12	Ashapura International Limited	India
13	Ashapura Midgulf NV	Belgium
14	Ashapura Minechem (UAE) FZE	UAE
15	Ashapura Minex Resources SAU	Guinea
16	Ashapura Resources Private Limited	India
17	Bombay Minerals Limited	India
18	FAKO Resources SARL	Guinea
19	Peninsula Property Developers Private Limited	India
20	Prashansha Ceramics Limited	India
21	PT Ashapura Bentoclay Fareast	Indonesia
22	Sharda Consultancy Private Limited	India
23	Societe Guineenne des Mines de Fer	Guinea
<u>(ii) Joint ventures and associates</u>		
24	APL Valueclay Private Limited	India
25	Ashapura Arcadia Logistic Private Limited	India
26	Ashapura Dhofar Resources LLC	Oman
27	Ashapura Perfoclay Limited	India
28	Orient Ceratech Limited	India
29	Orient Advanced Materials FZE	UAE
30	Orient Advanced Materials Private Limited	India
31	Shantilal Multiport Infrastructure Private Limited	India
<u>(iii) Entities controlled/significantly influenced by directors</u>		
32	Aeon Procure Private Limited <sup>3</sup>	India
33	Aeonx Digital Solutions Private Limited	India
34	Aeonx Digital Technology Limited	India
35	Ambica Logistics Private Limited	India
36	Artha Minerals Resources	India
37	Ashapura Exports Private Limited	India
38	Ashapura Foundation	India
39	Ashapura Overseas Private Limited	India
40	Kutch Navnirman Trust	India
41	Chetan N Shah - HUF	India

## Ashapura Minechem Limited

42	Manico Minerals International Private Limited	India
43	Manico Resources Private Limited	India
44	Minotech Resources LLP	India
45	Minotrans Logistic Corporation	India
46	Sharda industrial Corporation	India

### (iv) Key managerial personnel

47	Mr. Chetan Shah	Executive Chairman
48	Mr. Hemul Shah	Excutive Director & CEO
49	Mr. Harish Motiwala	Independent Director
50	Mr. Abhilash Munsif <sup>1</sup>	Independent Director
51	Mr. Pundrik Sanyal	Independent Director
52	Ms Himani Shah	Non Independent Director
53	Ms Neeta Shah	Independent Director
54	Mr. Sachin Polke	Company Secretary & President (Corporate Affairs)
55	Mr. Ashish Desai	Group Chief Financial Officer
56	Mr. Sandeep Deshpande	Group Head - Human Resources and Administration

<sup>1</sup> w.e.f. 1st January, 2024

<sup>2</sup> upto 29th June, 2022

<sup>3</sup> upto 31st December, 2023

<sup>4</sup> upto 01st November, 2023

( Indian ₹ in lacs )

Nature of transaction	Relationship	Year ended 31st March 2024	Year ended 31st March 2023
<u>1. Sales of materials</u>			
Ashapura International Limited	Subsidiary	1,386.55	1,713.30
Bombay Minerals Limited	Subsidiary	19.84	171.06
Ashapura Perfoclay Limited	Joint Venture	2,611.77	184.07
Minotech Resources LLP	Entity controlled/significantly influenced by directors	38.07	-
Societe Guineenne Des Mines De Fer	Subsidiary	1.66	-
Ashapura Overseas Private Limited	Entity controlled/significantly influenced by directors	-	0.39
Ashapura Holdings ( UAE) FZE	Subsidiary	715.01	1,784.60
Ashapura Midgulf NV	Subsidiary	877.67	1,473.08
Orient Advanced Materials Private Limited	Associate	5.50	1.04
Ashapura Minex Resources SAU	Subsidiary	25.61	325.91
APL Valueclay Private Limited	Joint Venture	23.25	3.86
Orient Ceratech Limited	Associate	696.46	821.30
Ashapura Boffa Bauxite SAU	Subsidiary	1,372.28	1,651.89
Ashapura Guinea Resources SARL	Subsidiary	-	25.19
Aeon Procure Private Limited	Associate/Subsidiary	12.91	13.66
Artha Minerals Resources	Entity controlled/significantly influenced by directors	60.33	7.76
<b>Total...</b>		<b>7,846.91</b>	<b>8,177.11</b>



## 2. Sale of property, plant & equipment

APL Valueclay Private Limited	Associate	29.18	-
Ashapura International Limited	Subsidiary	8.94	11.85
Minotech Resources LLP	Entity controlled/significantly influenced by directors	180.34	-
Orient Ceratech Limited	Associate	2,028.16	-
<b>Total...</b>		<b>2,246.62</b>	<b>11.85</b>

## 3. Purchase of materials

Bombay Minerals Limited	Subsidiary	-	0.06
Ashapura International Limited	Subsidiary	30.69	33.40
Minotech Resources LLP	Entity controlled/significantly influenced by directors	420.63	92.75
Ashapura Perfoclay Limited	Joint Venture	14.74	0.07
Orient Ceratech Limited	Associate	5.76	8.22
<b>Total...</b>		<b>471.82</b>	<b>134.50</b>

## 4. Interest receipts

Ashapura Minechem (UAE) FZE	Subsidiary	77.49	84.16
Bombay Minerals Limited	Subsidiary	251.99	99.01
Ashapura International Limited	Subsidiary	-	84.79
<b>Total...</b>		<b>329.48</b>	<b>267.96</b>

## 5. Lease rent paid

Ashapura International Limited	Subsidiary	14.52	14.52
Bombay Minerals Limited	Subsidiary	0.60	0.60
<b>Total...</b>		<b>15.12</b>	<b>15.12</b>

## 6. Reimbursement of administrative expenses received/(paid)

Ashapura Claytech Limited	Subsidiary	1.28	2.82
Ashapura Consultancy Services Private Limited	Subsidiary	1.30	0.88
Ashapura International Limited	Subsidiary	(86.77)	270.49
Bombay Minerals Limited	Subsidiary	14.28	97.61
Peninsula Property Developers Private Limited	Subsidiary	-	0.01
Sharda Consultancy Services Private Limited	Subsidiary	0.41	0.01
Ashapura Resources Private Limited	Subsidiary	0.01	1.25
Ashapura Overseas Private Limited	Entity controlled/significantly influenced by directors	0.19	0.33
Orient Ceratech Limited	Associate	(17.69)	421.76
APL Valueclay Private Limited	Joint Venture	3.33	0.89
Aeonx Digital Technology Limited	Entity controlled/significantly influenced by directors	0.06	0.23
Ashapura Perfoclay Limited	Joint Venture	118.89	95.09
Ashapura Boffa Bauxite SAU	Subsidiary	(0.13)	-
Orient Advanced Materials Private Limited	Associate	17.33	16.29
Aeon Procure Private Limited	Associate/Subsidiary	0.11	-
Ashapura Holdings ( UAE) FZE	Subsidiary	0.18	-
Artha Minerals Resources	Entity controlled/significantly influenced by directors	0.28	1.50
<b>Total...</b>		<b>53.06</b>	<b>909.16</b>

## 7. Donation

Ashapura Foundation	Entity controlled/significantly influenced by directors	5.19	6.76
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# Ashapura Minechem Limited

## 8. Selling expenses

Ashapura Midgulf NV	Subsidiary	66.58	21.42
Ashapura Perfoclay Limited	Joint Venture	0.05	-
Ambica Logistics Private Limited	Entity controlled/significantly influenced by directors	-	8.25
Aeonx Digital Solutions Private Limited	Entity controlled/significantly influenced by directors	82.51	60.50
<b>Total...</b>		<b>149.14</b>	<b>90.17</b>

## 9. Commission receipts

Ashapura Holding (UAE) FZE	Subsidiary	9,081.28	-
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## 10. Rent receipts

Ashapura International Limited	Subsidiary	208.08	207.73
Ashapura Overseas Private Limited	Entity controlled/significantly influenced by directors	1.20	1.20
Orient Ceratech Limited	Associate	7.98	9.00
Orient Advanced Materials Private Limited	Associate	9.49	9.04
<b>Total...</b>		<b>226.75</b>	<b>226.97</b>

## 11. Loans granted

Bombay Minerals Limited	Subsidiary	1,655.16	1,982.00
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## 12. R & D charges receipts

Ashapura International Limited	Subsidiary	500.00	450.00
Ashapura Perfoclay Limited	Joint Venture	400.00	350.00
Orient Ceratech Limited	Associate	100.00	100.00
<b>Total...</b>		<b>1,000.00</b>	<b>900.00</b>

## 13. Stores, spares & packing materials purchases

Ashapura Perfoclay Limited	Joint Venture	1.09	8.95
Minotech Resources LLP	Entity controlled/significantly influenced by directors	83.84	72.18
Ashapura International Limited	Subsidiary	11.37	5.52
Orient Ceratech Limited	Associate	10.69	8.64
Orient Advanced Materials Private Limited	Associate	29.01	0.58
<b>Total...</b>		<b>136.00</b>	<b>95.87</b>

## 14. Operational income

Ashapura Guinea Resources SARL	Subsidiary	125.37	160.07
Ashapura Perfoclay Limited	Joint Venture	0.82	-
<b>Total...</b>		<b>126.19</b>	<b>160.07</b>

## 15. Guarantee commission receipts

Ashapura Perfoclay Limited	Joint Venture	32.00	32.00
Ashapura International Limited	Subsidiary	10.50	9.24
Bombay Minerals Limited	Subsidiary	22.00	29.00
Orient Ceratech Limited	Associate	10.33	3.73
<b>Total...</b>		<b>74.83</b>	<b>73.97</b>

## 16. Dividend receipts

Ashapura Perfoclay Limited	Joint Venture	134.50	134.50
Bombay Minerals Limited	Subsidiary	5.45	5.45
<b>Total...</b>		<b>139.95</b>	<b>139.95</b>

## 17. Royalty

Chetan N Shah - HUF	Entity controlled/significantly influenced by directors	37.08	32.60
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#### 18. Export demurrage income

Societe Guineenne Des Mines De Fer	Subsidiary	-	472.03
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#### 19. Software maintenance expenses

Aeonx Digital Solutions Private Limited	Entity controlled/significantly influenced by directors	145.64	51.79
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#### 20. Purchase of property, plant and equipment

Manico Minerals International Private Limited	Entity controlled/significantly influenced by directors	11.11	-
Minotech Resources LLP	Entity controlled/significantly influenced by directors	1.95	-
Orient Advanced Materials Private Limited	Associate	46.75	-
Ashapura Aluminium Limited	Subsidiary	-	2.07
Minotrans Logistic Corporation	Entity controlled/significantly influenced by directors	-	22.00
<b>Total...</b>		<b>59.81</b>	<b>24.07</b>

#### 21. Loan accepted

Ashapura International Limited	Subsidiary	1,730.21	-
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#### 22. Repayment of loan given

Bombay Minerals Limited	Subsidiary	3,457.00	1,600.00
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#### Outstanding Balances:

##### 1. Trade receivables

Ashapura International Limited	Subsidiary	-	290.34
Bombay Minerals Limited	Subsidiary	45.46	70.81
Ashapura Holdings ( UAE) FZE	Subsidiary	4,989.37	50.67
Ashapura Exports Private Limited	Entity controlled/significantly influenced by directors	383.87	385.40
Ashapura Midgulf NV	Subsidiary	783.30	1,184.98
Ashapura Overseas Private Limited	Entity controlled/significantly influenced by directors	267.58	266.09
Minotech Resources LLP	Entity controlled/significantly influenced by directors	356.30	99.60
Manico Minerals International Private Limited	Entity controlled/significantly influenced by directors	0.05	1.57
Ashapura Minex Resources SAU	Subsidiary	398.31	1,289.83
Orient Advanced Materials Private Limited	Associate	-	24.27
Societe Guineenne Des Mines De Fer	Subsidiary	1.69	1,006.45
Aeon Procure Private Limited	Associate/Subsidiary	0.08	-
Manico Resources Private Limited	Entity controlled/significantly influenced by directors	-	8.33
Ashapura Dhofar Resources LLC	Associate	-	50.58
Ashapura Perfoclay Limited	Joint Venture	38.40	-
APL Valueclay Private Limited	Joint Venture	0.51	-
Ashapura Resources Private Limited	Subsidiary	1.77	1.25
Orient Ceratech Limited	Associate	282.59	121.00
Ashapura Guinea Resources SARL	Subsidiary	327.19	151.51
Ashapura Boffa Bauxite SAU	Subsidiary	715.37	1,786.36
Artha Minerals Resources	Entity controlled/significantly influenced by directors	63.18	13.05
<b>Total...</b>		<b>8,655.02</b>	<b>6,802.09</b>

# Ashapura Minechem Limited

## 2. Security deposits given

Sharda Industrial Corporation	Entity controlled/significantly influenced by directors	45.00	45.00
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## 3. Trade payables

APL Valueclay Private Limited	Joint Venture	-	0.02
Artha Minerals Resources	Entity controlled/significantly influenced by directors	1.08	-
Bombay Minerals Limited	Subsidiary	-	0.26
Minotech Resources LLP	Entity controlled/significantly influenced by directors	475.04	363.41
Ashapura Midgulf NV	Subsidiary	168.46	166.80
Chetan N Shah - HUF	Entity controlled/significantly influenced by directors	-	1.13
Aeonx Digital Technology Limited	Entity controlled/significantly influenced by directors	-	458.45
Ashapura Perfoclay Limited	Joint Venture	-	1.22
Aeonx Digital Solutions Private Limited	Entity controlled/significantly influenced by directors	-	16.34
Ashapura Aluminium Limited	Subsidiary	-	2.07
<b>Total...</b>		<b>644.58</b>	<b>1,009.70</b>

## 4. Other liabilities

Ashapura Minechem ( UAE) FZE	Subsidiary	169.17	169.17
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## 5. Trade and other advances

Ashapura Claytech Limited	Subsidiary	-	0.60
Ambica Logistics Private Limited	Entity controlled/significantly influenced by directors	-	53.79
Manico Minerals International Private Limited	Entity controlled/significantly influenced by directors	0.02	-
Minologistics Corporation	Entity controlled/significantly influenced by directors	62.65	61.74
Artha Minerals Resources	Entity controlled/significantly influenced by directors	-	1.45
Ashapura Overseas Private Limited	Entity controlled/significantly influenced by directors	0.61	-
Ashapura Holding (UAE) FZE	Subsidiary	1,112.80	978.76
Societe Guineenne Des Mines De Fer	Subsidiary	1,120.42	1,081.23
Bombay Minerals Limited	Subsidiary	1,756.97	1,756.97
Ashapura Boffa Bauxite SAU	Subsidiary	742.94	742.94
<b>Total...</b>		<b>4,796.41</b>	<b>4,677.48</b>

## 6. Loans granted

Ashapura Minechem (UAE) FZE	Subsidiary	1,670.92	1,570.24
Bombay Minerals Limited	Subsidiary	180.16	1,982.00
<b>Total...</b>		<b>1,851.08</b>	<b>3,552.24</b>

## 7. Advances from customers

Ashapura Perfoclay Limited	Joint Venture	-	1,594.04
Ashapura Fareast MPA Sdn Bhd	Subsidiary	0.70	0.70
<b>Total...</b>		<b>0.70</b>	<b>1,594.74</b>

## 8. Security deposit taken

Ashapura International Limited	Subsidiary	57.75	57.75
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## 9. Borrowings

Ashapura International Limited	Subsidiary	1,730.21	-
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## Key management personnel and relatives

### 1. Remuneration

Mr. Chetan Shah	Executive Chairman	125.00	89.97
Mr. Hemul Shah	Executive Director & CEO	72.79	65.87
Others		162.04	162.77
<b>Total...</b>		<b>359.83</b>	<b>318.61</b>

### 2. Sitting fees

Mr. Harish Motiwala	Independent director	4.50	4.75
Mr. Abhilash Munsif	Independent director	2.50	5.75
Mr. Pundrik Sanyal	Independent director	4.50	5.75
Mrs. Himani Shah	Non-independent director	2.00	2.00
Mrs. Neeta Shah	Independent director	1.50	1.50
<b>Total...</b>		<b>15.00</b>	<b>19.75</b>

### 3. Reimbursement of expenses paid

Mr. Ashish Desai	Group Chief Financial Officer	11.32	5.35
Mr. Sachin Polke	Company Secretary & President (Corporate Affairs)	11.32	5.35
Mr. Sandeep Deshpande	Group Head - Human Resources and Administration	4.74	4.14
Mr. Hemul Shah	Executive Director & CEO	12.52	6.19
<b>Total...</b>		<b>39.90</b>	<b>21.03</b>

## 41. Additional Regulatory Information

Additional Regulatory Information pursuant to clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the financial Statement.

### a. Ratio

No.	Particulars	Numerator	Denominator	As at 31st March,		Variance	Reason for variance, if more than 25%
				2024	2023		
1	Current Ratio (in times)	Current assets	Current liabilities	1.89	1.61	17.47	
2	Debt-Equity Ratio (in times)	Total debt	Shareholders' equity	0.22	1.58	(85.86)	Increase in shareholders' fund
3	Debt Service Coverage Ratio (in times)	Earning available for service debt	Interest costs, lease payments,	5.03	0.42	1,095.05	Increase in profit
4	Return on Equity Ratio (%)	Net profit after taxes	Average shareholder's equity	142.11	(19.70)	821.32	Increase in profit
5	Inventory Turnover Ratio (No. of days)	Net sales	Average inventory	168.31	204.48	(17.69)	
6	Trade Receivables Turnover Ratio (No. of days)	Net operating revenue	Average trade receivables	135.75	222.16	(38.89)	Increase in revenue
7	Trade Payables Turnover Ratio (No. of days)	Net credit purchases	Average trade payables	172.61	290.93	(40.67)	Decrease in purchases
8	Net Capital Turnover Ratio (in times)	Net operating revenue	Working capital	2.01	1.60	25.69	Increase in revenue
9	Net Profit Ratio (%)*	Net profit	Operating revenue	27.59	(3.15)	9,76.24	Increase in profit
10	Return on Capital Employed (%)*	Earning before interest and taxes	Capital employed	39.61	18.54	113.67	Increase in profit
11	Return on Investments (%)	Income generated from invested funds	Average invested funds	3.64	3.67	(0.61)	

\*excluding exceptional items

- b. The title deeds of all immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under property, plant and equipment are held in the name of the Company as at the balance sheet date.
- c. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- d. The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- e. The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- f. The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
- g. The Company has used the borrowings from financial institutions and others for the specific purpose for which it was obtained.
- h. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- i. The company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities(intermediaries), with the understanding that the intermediary shall;
  - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
  - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.



- i. The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;
- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or
- ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- k. The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- l. The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets.
- m. The Company is operating under SAP environment which is fully integrated financial accounting and reporting system. The management confirms that the accounting software used by the Company for maintaining books of account has a feature of recording audit trail (edit log) facility which has been operated throughout the year for all transactions recorded in the software and the audit trail feature is not being tampered with.
- n. The Company does not have any transactions and outstanding balances with struck-off companies except mentioned below:

( Indian ₹ in lacs)

No.	Particulars	Outstanding balances		Dr. / Cr.
		As on 31st March 2024	As on 31st March 2023	
	<b><u>Trade receivables :</u></b>			
1	Tirupati Paints Private Limited	4.93	4.93	Dr.
2	Sanjay Insecticides Private Limited	6.49	6.49	Dr.
	<b><u>Trade payables</u></b>			
3	Shivani Transport Private Limited	0.03	0.03	Cr.
	<b><u>Trade advances to suppliers</u></b>			
4	Yudra Impex Private Limited	1.96	1.96	Dr.

42. Pursuant to the approval of the members, the Company has, on 14th February, 2023 issued 40,40,000 equity share warrants on preferential basis to the promoters @ ₹ 95.96 per warrant. Each warrant will be converted into one equity share of the Company within a period of eighteen months from the date of the issue.
43. Balances for trade payables, trade receivables, other liabilities, 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.
44. Certain immovable and movable assets of the Company at Kutch, Gujarat as well as Thiruvananthapuram, Kerala, are under charge by way of mortgage/hypothecation with Bank of India pending settlement of one claim.
45. All the amounts have been stated in Indian ₹ in lacs, unless otherwise stated.
46. Previous year's figures have regrouped and rearranged, wherever necessary.

Signatures to Notes No. 1 to 46

As per our report of even date

For and on behalf of the Board of Directors

**For P A R K & COMPANY**  
**Chartered Accountants**

sd/-  
**CHETAN SHAH**  
Executive Chairman  
DIN : 00018960

sd/-  
**HEMUL SHAH**  
Executive Director & Chief Executive Officer  
DIN : 00058558

sd/-  
**PRASHANT VORA**  
**Partner**

sd/-  
**ASHISH DESAI**  
Group Chief Financial Officer

sd/-  
**SACHIN POLKE**  
Company Secretary & President (Corporate Affairs)

Mumbai  
May 29, 2024

Mumbai  
May 29, 2024

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## NOTES

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## CONSOLIDATED FINANCIAL STATEMENTS

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## INDEPENDENT AUDITOR'S REPORT

**To**  
**The Members of**  
**ASHAPURA MINECHEM LIMITED**

### **Report on the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying consolidated financial statements of **Ashapura Minechem Limited** ("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 31<sup>st</sup> March 2024, the consolidated statement of profit and loss including other comprehensive income, the consolidated statement of changes in equity and consolidated cash flow statement 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, 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 31<sup>st</sup> March 2024 and their consolidated profit including other comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

#### **Basis for Opinion**

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 ("the 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.

#### **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:

<b>Key Audit Matter</b>	<b>How our audit addressed the Key Audit Matter</b>
<p><b>Revenue Recognition</b></p> <p>Revenue is one of the key profit drivers and is, therefore, susceptible to misstatement. Cut-off is the key assertion in so far as revenue recognition is concerned, since inappropriate cut-off can result in material misstatement of results for the year.</p> <p><b>Assessment of litigations and related disclosure of contingent liabilities</b></p> <p>The Parent Company is subject to large number of various ongoing legal and tax related claims as stated under note no. 37 – 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><b>Assessment of recoverability relating to Deferred Tax Assets ("the DTA")</b></p> <p>The DTA balance of the Parent Company as on 31<sup>st</sup> March, 2024 is Rs. 1,540.69 lacs primarily relates to carry forward losses.</p> <p>The Parent Company exercises significant judgment in assessing the recoverability of the DTA relating to carry forward losses. In estimating the recoverability of the DTA on carry forward losses, the management uses inputs such as internal business and tax projections. Recoverability of the DTA on carry forward losses is considered a key audit matter as it is sensitive to the assumptions used by the management in projecting the future taxable income, the reversal of deferred tax liabilities.</p>	<p>We carried out testing controls around dispatches and deliveries, inventory reconciliation and substantive testing for cut-offs and analytical review procedures.</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 Parent Company in the financial statements in this regard and obtained representation letter from the management on the assessment of these matters.</p> <p>We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Parent Company's process for determining the recoverability of the DTA relating to carry forward losses which included amongst others controls over the assumptions and judgments used in the projections of future taxable income and related tax projections. To assess the Parent Company's ability to estimate future taxable income, we examined tax planning strategies and interpretation of tax laws used by the Parent Company in the tax projections used for supporting the recoverability of DTA.</p>

<b>Evaluation of the consolidation process</b>	<p>The Group's consolidation process is complex on account of its presence in various geographies and multiple businesses through different ownership structure. The consolidation process includes evaluation of the degree of control/significant influence, alignment of group accounting policies, elimination of inter-company balances and resultant tax adjustments which may require a high level of judgement.</p> <p>Assessed the design, implementation and operating effectiveness of the key controls in respect of the process of consolidation and procedures for alignment of group accounting policies, consolidation adjustments, elimination of inter-company balances and resultant tax impact;</p> <p>Tested the relevant general IT and applications controls over the consolidation process to confirm the appropriateness of inter-company elimination process;</p> <p>Evaluated whether the methodology applied by the management for alignment of accounting policies is appropriate and matching it with the Group's accounting policies.</p>
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## Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

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 consolidated 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 consolidated 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 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 consolidated 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 Consolidated Financial Statements

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 including its associates and joint ventures 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 of its associates and joint ventures 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 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 concern 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.

## Auditor's 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 and its associates and joint ventures 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 consolidated 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 and its associates and joint ventures 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, such 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 twenty-two subsidiaries, whose financial statements reflect total assets of Rs. 4,17,267.35 lacs as at 31<sup>st</sup> March 2024 and gross total revenues of Rs. 3,50,987.07 lacs and net profit after tax including other comprehensive income, Rs. 6,291.94 lacs for the year then ended, and of five associates and one joint venture, whose financial statements reflect the Parent Company's share of net profit of Rs. 2,460.79 lacs as considered in the consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the management, and our opinion on consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures is based solely on the report of such 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. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/"the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of the respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent Company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except for the following:

Sr. No.	Name of the Company/ CIN	Nature of Relationship	Clause number of the CARO report which is qualified or is adverse	Remarks
1	Ashapura Minechem Limited L14108MH1982PLC026396	Parent Company	(iii)(e), (v), (ix)(a)	Renewal of loans, advances received, default in repayments of borrowings
2	Ashapura Perfoclay Limited U14108MH1997PLC107300	Joint Venture	(iii)(e)	Renewal of loans
3	Ashapura Aluminum Limited U27203GJ2007PLC051421	Subsidiary	(xvii)	Cash losses
4	Ashapura International Limited U14108MH1989PLC054664	Subsidiary	(iii)(b), (v)	Non-charging of interest, advances received
5	Bombay Minerals Limited U14100GJ1953PLC000699	Subsidiary	(iii)(b), (v)	Non-charging of interest, advances received
6	Ashapura Claytech Limited U26939MH1995PLC090484	Subsidiary	(xvii)	Cash losses
7	Orient Advanced Materials Private Limited U26100GJ2006PTC047900	Associate	(ix)(d)	Short term funds used for long term purposes
8	Prashansa Ceramics Limited U51909GJ1995PLC028159	Subsidiary	(xvii)	Cash losses
9	Shantilal Multiport Private Limited U35115GJ1996PTC028800	Associate	(xvii)	Cash losses
10	Orient Ceratech Limited L24299MH1971PLC366531	Associate	(vii)(a), (iii)(e)	Non-payment of statutory dues, renewal of loans
11	Ashapura Resources Private Limited U14200MH2013PTC242002	Subsidiary	(xvii)	Cash losses

2. 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 31<sup>st</sup> March 2024 and taken on record by the Board of Directors of the Parent Company and the reports of auditors of its subsidiaries, associates and joint ventures incorporated in India, none of the directors of the Group companies is disqualified as on 31<sup>st</sup> March 2024, 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, 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 read with Schedule V of the Act.
- h) With respect to the other matters to be included in the Auditor's 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 and its associates and joint ventures;
  - ii. The Group and its associates and joint ventures 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.
  - iv. a. The respective managements of the Parent Company, its subsidiaries, associates and joint ventures which are companies incorporated in India, whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of their knowledge and belief as disclosed in note 42(h) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company or subsidiaries, joint ventures and associate companies to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or subsidiaries, associates and joint ventures companies ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - b. The respective managements of the Parent Company, its subsidiaries, associates and joint ventures which are companies incorporated in India, whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of their knowledge and belief as disclosed in note 42(i) to the consolidated financial statements, no funds have been received by the Parent Company or subsidiaries, joint ventures and associate companies from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or subsidiaries, joint ventures and associate companies shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - c. Based on such audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.
  - v. Dividend declared and paid by the Group, its associates and joint ventures incorporated in India, to the extent applicable, is in compliance with section 123 of the Act.
  - vi. Based on our examination which included compliance test and test checks and those performed by the respective auditors of the subsidiaries, associates and joint ventures which are incorporated in India whose financial statements have been audited under the Act, the Company and its subsidiaries, associates and joint ventures have used the accounting software for maintaining books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

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

**PRASHANT VORA**  
Partner  
Membership No. 034514  
UDIN: 24034514BKHJSO1464

Mumbai  
May 29, 2024



## ANNEXURE – A TO THE INDEPENDENT AUDITOR’S 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** (“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 31<sup>st</sup> March, 2024. In conjunction with our audit of the consolidated financial statements of the Parent Company for 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 (“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.

### Auditor’s 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 and the Standards on Auditing, issued by the 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. 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 were 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 auditor’s 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 internal financial controls system over financial reporting of the Group, its associates and joint ventures incorporated in India.

### 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 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 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 Group, its 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 31<sup>st</sup> March, 2024, 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 issued by the ICAI.

### 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 which have been audited by other auditors, is based solely on the corresponding reports of the auditors of such companies. Our opinion is not modified in respect of this matter.

**For P & P COMPANY**  
Chartered Accountants  
FRN: 116825W

**PRASHANT VORA**  
Partner  
Membership No. 034514  
UDIN: 24034514BKHJSO1464

Mumbai  
May 29, 2024

# Ashapura Minechem Limited

## CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2024

		(Indian ₹ in lacs)	
Particulars	Note No.	As at 31st March 2024	As at 31st March 2023
<b>ASSETS:</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	2	43,586.03	46,101.84
Right of use assets	3	208.19	259.17
Capital work in progress	2	50,362.22	26,221.98
Investment properties	4	216.19	222.10
Intangible assets	5	8,924.76	7,932.70
Goodwill		4,743.94	3,920.10
Financial assets			
Investments in joint ventures	6	18,094.25	15,304.51
Investments in associates	6	14,003.83	13,517.32
Other investments	6	2.07	2.07
Loans	7	14.29	2,780.43
Other financial assets	8	3,941.65	3,574.68
Deferred tax assets	9	2,786.85	1,403.81
Other non-current assets	10	37.82	58.26
		<b>1,46,922.09</b>	<b>1,21,298.97</b>
<b>Current Assets</b>			
Inventories	11	52,038.19	53,156.04
Financial assets			
Investments	6	-	-
Trade receivables	12	26,878.89	48,985.92
Cash and cash equivalents	13	13,462.15	6,999.41
Other bank balances	14	1,026.49	819.48
Loans	7	28.44	28.14
Other financial assets	8	24,094.55	14,047.94
Current tax assets (net)	15	14,179.14	12,232.08
Assets classified as held for sale		-	943.85
Other current assets	10	52,439.29	44,691.97
		<b>1,84,147.14</b>	<b>1,81,904.83</b>
<b>Total Assets</b>		<b>3,31,069.23</b>	<b>3,03,203.80</b>
<b>EQUITY AND LIABILITIES:</b>			
<b>Equity</b>			
Equity share capital	16	1,829.72	1,829.72
Other equity	17	90,205.82	63,670.96
Money received against share warrants	43	969.20	969.20
Non-controlling interest		(1,277.41)	(746.98)
		<b>91,727.33</b>	<b>65,722.90</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
Borrowings	18	68,736.05	60,338.48
Lease liabilities		61.90	74.72
Other financial liabilities	19	15,031.37	29,699.88
Provisions	20	1,250.75	1,201.97
Other non-current liabilities	21	-	9.07
		<b>85,080.07</b>	<b>91,324.12</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	18	29,426.21	15,281.91
Lease liabilities		133.47	101.34
Trade payables	22	687.49	-
Total outstanding dues of Micro, Small and Medium Enterprises		54,877.10	56,431.33
Total outstanding dues of creditors other than MSME Enterprises	19	17,443.15	14,712.61
Other financial liabilities	21	35,927.72	45,374.94
Other current liabilities	15	14,295.90	12,811.70
Current tax liabilities (net)	20	1,470.79	1,442.95
Provisions		<b>1,54,261.83</b>	<b>1,46,156.78</b>
<b>Total Liabilities</b>		<b>3,31,069.23</b>	<b>3,03,203.80</b>

The accompanying notes are integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

**For P A R K & COMPANY**  
Chartered Accountants

Sd/-  
**CHETAN SHAH**  
Executive Chairman  
DIN : 00018960

Sd/-  
**HEMUL SHAH**  
Executive Director & Chief Executive officer  
DIN : 00058558

Sd/-  
**PRASHANT VORA**  
Partner

Sd/-  
**ASHISH DESAI**  
Group Chief Financial Officer

Sd/-  
**SACHIN POLKE**  
Company Secretary & President (Corporate Affairs)

Mumbai  
May 29, 2024

Mumbai  
May 29, 2024



## STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2024

		(Indian ₹ in lacs)	
Particulars	Note No.	2023-2024	2022-2023
<b>REVENUE:</b>			
Revenue from operations	23	2,65,380.61	1,83,084.84
Other income	24	6,181.85	8,612.37
<b>Total Income</b>		<b>2,71,562.46</b>	<b>1,91,697.21</b>
<b>EXPENSES:</b>			
Cost of materials consumed	25	41,878.94	47,223.58
Purchases of traded goods		10,818.85	12,982.86
Changes in inventories	26	3,452.02	(10,855.51)
Employee benefits expenses	27	12,466.40	10,617.90
Finance costs	28	6,972.28	6,431.78
Depreciation and amortisation expenses	29	7,862.63	7,256.36
Other expenses	30	1,72,148.42	1,05,859.63
<b>Total Expenses</b>		<b>2,55,599.54</b>	<b>1,79,516.60</b>
<b>Profit before exceptional item, share of net profit of investments accounted for using the equity method and tax</b>		<b>15,962.92</b>	<b>12,180.61</b>
Share of net profit of joint ventures & associates accounted for using the equity method		5,061.07	1,765.61
<b>Profit before exceptional items</b>		<b>21,023.99</b>	<b>13,946.22</b>
Exceptional items	35	9,843.44	-
<b>Profit before tax</b>		<b>30,867.43</b>	<b>13,946.22</b>
Tax expenses			
Current tax	15	3,805.35	2,385.53
Earlier years' tax	15	94.72	578.02
Deferred tax		(1,202.54)	9.32
<b>Profit for the year</b>		<b>28,169.90</b>	<b>10,973.35</b>
<b>Other Comprehensive income</b>			
Items that will not be reclassified to profit or loss			
a. Remeasurements of defined benefit plans		(301.91)	(39.81)
b. Tax impacts on above		40.75	7.42
Items that may be reclassified to profit or loss			
c. Exchange differences on foreign currency translation		(1,904.31)	2,281.12
<b>Other comprehensive income for the year</b>		<b>(2,165.47)</b>	<b>2,248.73</b>
<b>Total Comprehensive Income for the year</b>		<b>26,004.43</b>	<b>13,222.08</b>
<b>Profit for the year attributable to:</b>			
Owners of the Parent		28,700.33	11,700.64
Non-controlling interests		(530.43)	(727.29)
		<b>28,169.90</b>	<b>10,973.35</b>
<b>Other Comprehensive Income for the year attributable to:</b>			
Owners of the Parent		(2,165.47)	2,248.73
Non-controlling interests		-	-
		<b>(2,165.47)</b>	<b>2,248.73</b>
<b>Total Comprehensive Income for the year attributable to:</b>			
Owners of the Parent		26,534.86	13,949.37
Non-controlling interests		(530.43)	(727.29)
		<b>26,004.43</b>	<b>13,222.08</b>
Basic earning per share	31	31.37	12.79
Diluted earning per share	31	30.50	12.79
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 and on behalf of the Board of Directors

**For P A R K & COMPANY**  
Chartered Accountants

Sd/-  
**CHETAN SHAH**  
Executive Chairman  
DIN : 00018960

Sd/-  
**HEMUL SHAH**  
Executive Director & Chief Executive officer  
DIN : 00058558

Sd/-  
**PRASHANT VORA**  
Partner

Sd/-  
**ASHISH DESAI**  
Group Chief Financial Officer

Sd/-  
**SACHIN POLKE**  
Company Secretary & President (Corporate Affairs)

Mumbai  
May 29, 2024

Mumbai  
May 29, 2024

# Ashapura Minechem Limited

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2024

### A. SHARE CAPITAL

	(Indian ₹ in lacs)	
Particulars	31st March 2024	31st March 2023
At the beginning of the year	1,829.72	1,829.72
Changes in equity share capital during the year	-	-
At the end of the year	<b>1,829.72</b>	<b>1,829.72</b>

### B. OTHER EQUITY

	(Indian ₹ in lacs)							
Particulars	Capital re-demption reserve	Retained earnings	Securities premium	General reserve	Other Comprehensive Income Exchange differences on foreign currency translation of foreign operations	Net gain/(loss) on fair value of defined benefit plan	Other Equity Attributable to owners of Parents	Non-controlling Interest
<b>As at 1st April, 2022</b>	<b>3.90</b>	<b>30,659.21</b>	<b>19,082.34</b>	<b>1,500.00</b>	<b>(510.19)</b>	<b>(441.83)</b>	<b>50,293.43</b>	<b>(19.69)</b>
Profit for the year	-	11,700.64	-	-	-	-	11,700.64	(727.29)
Exchange differences on foreign currency translation	-	-	-	-	2,281.12	-	2,281.12	-
Other comprehensive income for the year	-	-	-	-	-	(32.39)	(32.39)	-
Dividend	-	(571.84)	-	-	-	-	(571.84)	-
<b>As at 31st March, 2023</b>	<b>3.90</b>	<b>41,788.01</b>	<b>19,082.34</b>	<b>1,500.00</b>	<b>1,770.93</b>	<b>(474.22)</b>	<b>63,670.96</b>	<b>(746.98)</b>
Profit for the year	-	28,700.33	-	-	-	-	28,700.33	(530.43)
Exchange differences on foreign currency translation	-	-	-	-	(1,904.31)	-	(1,904.31)	-
Other comprehensive income for the year	-	-	-	-	-	(261.16)	(261.16)	-
<b>As at 31st March, 2024</b>	<b>3.90</b>	<b>70,488.34</b>	<b>19,082.34</b>	<b>1,500.00</b>	<b>(133.38)</b>	<b>(735.38)</b>	<b>90,205.82</b>	<b>(1,277.41)</b>

The accompanying notes are integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

**For P A R K & COMPANY**  
Chartered Accountants

Sd/-  
**CHETAN SHAH**  
Executive Chairman  
DIN : 00018960

Sd/-  
**HEMUL SHAH**  
Executive Director & Chief Executive officer  
DIN : 00058558

Sd/-  
**PRASHANT VORA**  
Partner

Sd/-  
**ASHISH DESAI**  
Group Chief Financial Officer

Sd/-  
**SACHIN POLKE**  
Company Secretary & President (Corporate Affairs)

Mumbai  
May 29, 2024

Mumbai  
May 29, 2024



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2024

Particulars	2023-2024	2022-2023
<b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit for the year	<b>28,169.90</b>	<b>10,973.35</b>
Adjustments for -		
Depreciation and amortization	7,862.63	7,256.36
Income tax expenses	2,697.53	2,972.87
Loss / (profit) on sale of property, plant & equipment	(2,132.38)	207.18
Share of profit from associate/joint venture	(5,061.07)	(1,765.61)
Loss / (profit) on sale/disposal of investments	(25.80)	-
Impairment loss/(profit) recognised on trade receivables (net)	(1,377.26)	(2,219.74)
Exchange rate adjustments on foreign currency translation (net)	(1,904.31)	2,281.12
Dividend receipts	(3.13)	(4.96)
Interest	6,242.54	6,038.04
Operating profit before working capital changes	<b>6,298.75</b>	<b>14,765.26</b>
Adjustments for -		
(Increase)/decrease in trade and other receivables	17,128.76	(23,440.13)
(Increase)/decrease in other current and non-current assets	(7,726.88)	(10,727.86)
(Increase)/decrease in inventories	1,117.85	(11,798.58)
Increase/(decrease) in provisions	378.53	(93.89)
Increase/(decrease) in other current and non-current liabilities	(9,456.29)	22,731.64
Increase/(decrease) in trade and other payables	(16,741.90)	8,862.72
Cash generated from operations	<b>(15,299.93)</b>	<b>(14,466.10)</b>
Direct taxes paid	(4,362.93)	(1,898.28)
	<b>(13,364.11)</b>	<b>(1,599.12)</b>
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>14,805.79</b>	<b>9,374.23</b>

# Ashapura Minechem Limited

## B CASH FLOW FROM INVESTING ACTIVITIES :

Payments for property, plant & equipment	(33,186.94)	(13,398.81)
Net cash flow on (purchase)/sale of investments	(798.04)	-
Proceeds from sale of property, plant & equipment	5,913.41	31.55
Dividend received	3.13	4.96
Interest received	653.19	393.74
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(27,415.25)</b>	<b>(12,968.56)</b>

## C CASH FLOW FROM FINANCING ACTIVITIES :

Proceeds from borrowings	22,541.87	12,210.75
Repayments of borrowings	-	(217.77)
Proceeds from issue of share warrants/equity shares	-	969.20
Repayments of lease liabilities	19.30	(89.67)
Dividend paid	(1.94)	(575.44)
Change in non-controlling interest	(530.43)	(727.29)
Interest paid	(2,956.60)	(3,610.88)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>19,072.20</b>	<b>7,958.90</b>

<b>Net Increase in Cash and Cash Equivalents</b>	<b>6,462.74</b>	<b>4,364.57</b>
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Cash and cash equivalents as at beginning of the year	6,999.41	2,634.84
Cash and cash equivalents as at end of the year	13,462.15	6,999.41

The accompanying notes are integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

**For P A R K & COMPANY**  
Chartered Accountants

Sd/-  
**CHETAN SHAH**  
Executive Chairman  
DIN : 00018960

Sd/-  
**HEMUL SHAH**  
Executive Director & Chief Executive officer  
DIN : 00058558

Sd/-  
**PRASHANT VORA**  
Partner

Sd/-  
**ASHISH DESAI**  
Group Chief Financial Officer

Sd/-  
**SACHIN POLKE**  
Company Secretary & President (Corporate Affairs)

Mumbai  
May 29, 2024

Mumbai  
May 29, 2024





## Notes forming part of the consolidated financial statements for the year ended 31st March 2024

### COMPANY INFORMATION

**Ashapura Minechem Limited** (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 vide CIN: L14108MH1982PLC026396. The Group is engaged in the mining, manufacturing and trading of various minerals and its derivative products and related services. The registered office of the Parent 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 consolidated financial statements were authorized for issue in accordance with the resolution of the Board of Directors on 29th May, 2024.

### 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 ("the Act") read together with Companies (Indian Accounting Standards) Rules, 2015, as applicable.

The consolidated financial statements have been prepared and presented under historical cost convention, on accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair value at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these consolidated financial statements.

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 Act. The Group considers 12 months as normal operating cycle.

The consolidated financial statements are presented in Indian Rupees (INR) which is the Parent Company's functional currency, and all the values are rounded to the nearest lacs except otherwise indicated.

#### 1.2 Basis for consolidation

- a. 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.
- b. The financial statements of all entities used for the purpose of consolidation are generally drawn up to the same reporting date as that of the Parent Company except for one overseas entity, where the financial statements are drawn up at a different reporting date and the difference between reporting dates is not more than three months. These entities prepare, for consolidation purpose, additional financial information as of the same date as the financial statements of the Parent Company to enable the Parent Company to consolidate the financial information of those companies, unless it is impracticable to do so.
- c. The consolidated financial statements present the consolidated accounts of the Parent Company, Ashapura Minechem Limited with its following subsidiaries, associates and joint ventures:

Particulars		Country of Incorporation	% voting power held as at 31 <sup>st</sup> March 2024 (either directly or through subsidiaries)	% voting power held as at 31 <sup>st</sup> March 2023 (either directly or through subsidiaries)
<b>Subsidiaries:</b>				
1	Aeon Procure Private Limited <sup>1</sup>	India	100.00	-
2	Ashapura Aluminium Limited	India	100.00	100.00
3	Ashapura Boffa Bauxite SAU	Guinea	100.00	100.00
4	Ashapura Claytech Limited	India	99.44	99.44
5	Ashapura Consultancy Services Pvt Limited	India	100.00	100.00
6	Ashapura Fareast MPA Sdn Bhd	Malaysia	100.00	100.00
7	Ashapura Global Infratech - SARLU	Guinea	55.00	55.00
8	Ashapura Guinea Resources SARL	Guinea	100.00	100.00
9	Ashapura Holdings Fareast Pte Ltd	Singapore	100.00	100.00
10	Ashapura Holdings (UAE) FZE	UAE	100.00	100.00
11	Ashapura International Limited	India	100.00	100.00
12	Ashapura Midgulf NV	Belgium	100.00	100.00
13	Ashapura Minechem (UAE) FZE	UAE	100.00	100.00
14	Ashapura Minex Resources SAU	Guinea	80.00	80.00
15	Ashapura Resources Private Limited	India	100.00	100.00

# Ashapura Minechem Limited

16	Bombay Minerals Limited	India	100.00	100.00
17	FAKO Resources SARL	Guinea	90.00	90.00
18	Peninsula Property Developers Private Limited	India	100.00	100.00
19	Prashansa Ceramics Limited	India	100.00	100.00
20	PT Ashapura Bentoclay Fareast	Indonesia	100.00	100.00
21	Sharda Consultancy Private Limited	India	100.00	100.00
22	Societe Guineenne des Mines de Fer	Guinea	80.00	80.00
<b>Joint Ventures:</b>				
1	APL Valueclay Private Limited	India	50.00	50.00
2	Ashapura Dhofar Resources LLC	Oman	70.00	70.00
3	Ashapura Perfoclay Limited	India	50.00	50.00
<b>Associates:</b>				
1	Ashapura Arcadia Logistic Private Limited	India	50.00	50.00
2	Orient Ceratech Limited	India	31.76	31.76
3	Orient Advanced Materials FZE	India	31.76	31.76
4	Orient Advanced Materials Private Limited	India	31.76	31.76
5	Shantilal Multiport Private Limited	India	50.00	50.00

1 w.e.f. 1<sup>st</sup> January, 2024

## Subsidiaries

- A subsidiary is an entity over which the Parent Company has control. The Parent Company controls an entity when the Parent 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 Parent Company.
- The Parent Company combines the financial statements of the Parent Company 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 Parent Company.
- A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Parent 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.

## Associates

- 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.
- The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.
- 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.
- 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.
- 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.
- After application of the equity method, the Group determines whether it is necessary to recognise in 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.
- 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.



- h) When the Group's share of losses exceeds the carrying value of the associate, the carrying value is reduced to nil and recognition of further losses is discontinued, except to the extent that the Group has incurred obligation in respect of the associate.

#### **Joint Ventures:**

- 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.
- f) When the Group's share of losses exceeds the carrying value of the joint venture, the carrying value is reduced to nil and recognition of further losses is discontinued, except to the extent that the Group has incurred obligation in respect of the joint venture.

### **1.3 Material 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) 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.
- (vi) Intangible assets mainly represent mining rights and 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. Intangible assets are amortized over the estimated useful life.
- (vii) 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.

- (viii) Losses arising from the retirement of and gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognised in the Statement of Profit and Loss.
- (ix) Property, plant and equipment and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

#### **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 plots of land and buildings.
- 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. 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**

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. However, trade receivables that do not contain a significant financing component are measured at transaction price.

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 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.

##### **Other bank balances:**

Other bank balances include deposits with maturity less than twelve months but greater than three months and balances and deposits with banks that are restricted for withdrawal and usage.

#### **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 their transaction price and subsequently measured net of any expected credit losses.

#### **j. Financial liabilities**

- a. 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.
- b. 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.
- c. 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 in the normal course of business. These amounts represent liabilities for goods 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.

#### **l. Revenue recognition**

- (i) Revenue shall be recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.
- (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 the estimated sales incentives/ discounts.
- (iii) Accumulated experience is used to estimate and provide for the discounts/rights of return, using the expected value method.
- (iv) A return liability is recognised to expected return in relation to sales made corresponding assets are recognised for the products expected to be returned.
- (v) The Group recognises as an asset, the incremental costs of obtaining a contract with a customer, if the Group expects to recover those costs. The said asset is amortised on a systematic basis consistent with the transfer of goods or services to the customers.
- (vi) 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.
- (vii) 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. 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.

#### **n. 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 property, plant and equipment and is depreciated on the same basis as other property, plant and equipment. Receipts of research & development centre of the Group are accounted for as revenue receipts.

#### **o. 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 Parent 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.

**p. 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.

**q. Leases  
Group as lessee**

The Group, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Group has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

**Group as lessor**

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

**r. 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.

**s. 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.

**t. 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.

**u. 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.

**v. 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.

**w. Exceptional items**

Exceptional items refer to items of income or expense within the Statement of Profit and Loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company.

**x. 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.

**y. Non-current assets held for sale**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition. Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised. Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet.

**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 Group. The activities of the Group, 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".

# Ashapura Minechem Limited

## Note 2

### Property, plant and equipment

(Indian ₹ in lacs)

Particulars	Land (note no. d)	Buildings	Plant & Equipment	Barges	Office Equipment	Furniture & Fixtures	Vehicles	Total
<b>Gross carrying value</b>								
<b>As at 1st April, 2022</b>	<b>2,206.50</b>	<b>39,737.91</b>	<b>36,264.37</b>	<b>75.98</b>	<b>1,554.14</b>	<b>3,617.90</b>	<b>31,615.32</b>	<b>1,15,072.12</b>
Additions/transfer*	-	5,202.97	2,912.94	-	42.30	7.11	467.52	<b>8,632.84</b>
Disposals	(61.32)	(669.88)	(3,996.80)	-	(53.78)	(28.72)	(255.43)	<b>(5,065.93)</b>
Exchange difference on consolidation	-	2,357.15	287.70	-	1.66	131.01	2,519.32	<b>5,296.84</b>
<b>As at 31st March, 2023</b>	<b>2,145.18</b>	<b>46,628.15</b>	<b>35,468.21</b>	<b>75.98</b>	<b>1,544.32</b>	<b>3,727.30</b>	<b>34,346.73</b>	<b>1,23,935.87</b>
Additions	441.82	523.20	3,671.95	-	156.93	97.65	549.71	<b>5,441.26</b>
Disposals	(211.00)	(2,368.18)	(2,056.34)	(5.00)	(40.88)	(139.72)	(20.55)	<b>(4,841.67)</b>
Exchange difference on consolidation	-	383.97	1,441.64	-	(1.66)	28.81	666.22	<b>2,518.98</b>
<b>As at 31st March, 2024</b>	<b>2,376.00</b>	<b>45,167.14</b>	<b>38,525.46</b>	<b>70.98</b>	<b>1,658.71</b>	<b>3,714.04</b>	<b>35,542.11</b>	<b>1,27,054.44</b>
<b>Accumulated depreciation</b>								
<b>As at 1st April, 2022</b>	<b>-</b>	<b>19,275.22</b>	<b>23,036.99</b>	<b>73.54</b>	<b>1,397.99</b>	<b>2,309.01</b>	<b>25,599.25</b>	<b>71,692.00</b>
Depreciation charged	-	1,259.23	2,635.30	-	53.41	206.77	2,282.46	<b>6,437.17</b>
Disposals/transfer*	-	(153.34)	(3,572.71)	-	(49.35)	(26.74)	(232.82)	<b>(4,034.96)</b>
Exchange difference on consolidation	-	1,407.85	163.27	-	0.76	45.82	2,122.12	<b>3,739.82</b>
<b>As at 31st March, 2023</b>	<b>-</b>	<b>21,788.96</b>	<b>22,262.85</b>	<b>73.54</b>	<b>1,402.81</b>	<b>2,534.86</b>	<b>29,771.01</b>	<b>77,834.03</b>
Depreciation charged	-	1,488.05	2,721.74	-	66.05	212.44	2,475.32	<b>6,963.60</b>
Disposals	-	(419.25)	(1,421.02)	(4.84)	(13.20)	(127.99)	(18.19)	<b>(2,004.49)</b>
Exchange difference on consolidation	-	262.72	(8.17)	-	(17.34)	9.84	428.22	<b>675.27</b>
<b>As at 31st March, 2024</b>	<b>-</b>	<b>23,120.48</b>	<b>23,555.40</b>	<b>68.70</b>	<b>1,438.32</b>	<b>2,629.15</b>	<b>32,656.36</b>	<b>83,468.41</b>
<b>Net carrying value</b>								
<b>As at 31st March, 2023</b>	<b>2,145.18</b>	<b>24,839.19</b>	<b>13,205.36</b>	<b>2.44</b>	<b>141.51</b>	<b>1,192.44</b>	<b>4,575.72</b>	<b>46,101.84</b>
<b>As at 31st March, 2024</b>	<b>2,376.00</b>	<b>22,046.66</b>	<b>14,970.06</b>	<b>2.28</b>	<b>220.39</b>	<b>1,084.89</b>	<b>2,885.75</b>	<b>43,586.03</b>

\* includes transfers from subsidiary acquired during the year

### Capital work in progress ageing schedule:

(Indian ₹ in lacs)

Particulars	Capital work in progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
31st March, 2024					
Projects in progress	23,935.29	5,755.40	6,643.53	13,782.40	50,116.62
Projects temporarily suspended	-	121.84	123.76	-	245.60
	23,935.29	5,877.24	6,767.29	13,782.40	50,362.22
31st March, 2023					
Projects in progress	5,794.89	8,010.41	12,292.92	-	26,098.22
Projects temporarily suspended	-	123.76	-	-	123.76
	5,794.89	8,134.17	12,292.92	0.00	26,221.98

### Note:

- There are no projects which are overdue for completion or has exceeded its cost as compared to the original plan.
- Refer note no. 36 for disclosure of contractual commitment towards acquisition of property, plant and equipment.
- Refer note no. 45 for property, plant and equipment mortgaged/hypothecated as security.
- Charge is created on one of the assets, in favour of a financial institution against the finance availed by an associate company.





### Note 3

#### Right of use assets

( Indian ₹ in lacs )

Particulars	Building	Total
<b>Gross carrying value</b>		
<b>As at 31st March, 2022</b>	511.67	511.67
Additions	34.64	34.64
Disposals	(76.89)	(76.89)
Exchange difference on consolidation	8.82	8.82
<b>As at 31st March, 2023</b>	<b>478.24</b>	<b>478.24</b>
Additions	96.41	96.41
Disposals	(50.36)	(50.36)
Exchange difference on consolidation	1.53	1.53
<b>As at 31st March, 2024</b>	<b>525.82</b>	<b>525.82</b>
<b>Accumulated depreciation</b>		
<b>As at 31st March, 2022</b>	<b>177.33</b>	<b>177.33</b>
Depreciation charged	116.36	116.36
Disposals	(76.89)	(76.89)
Exchange difference on consolidation	2.27	2.27
<b>As at 31st March, 2023</b>	<b>219.07</b>	<b>219.07</b>
Depreciation charged	125.13	125.13
Disposals	(27.27)	(27.27)
Exchange difference on consolidation	0.70	0.70
<b>As at 31st March, 2024</b>	<b>317.63</b>	<b>317.63</b>
<b>Net carrying value</b>		
<b>As at 31st March, 2023</b>	<b>259.17</b>	<b>259.17</b>
<b>As at 31st March, 2024</b>	<b>208.19</b>	<b>208.19</b>

#### Leases - Company as a lessee

(a) Set out below, are the carrying amount of the company's right-of-use assets and lease liabilities and the movements during the period:

Particulars	Lease liabilities	Right to use of assets
<b>As at April 1, 2023</b>	176.06	259.17
Amortisation for the year	-	125.13
Addition during the year	12.68	97.24
Deduction during the year	-	23.09
Interest expense	25.93	-
Payments	19.30	-
<b>As at March 31, 2024</b>	<b>195.37</b>	<b>208.19</b>

(b) Set out below, are the amounts recognized in profit and loss:

Particulars	31st March, 2024	31st March, 2023
Amortisation expense of right-of-use assets	125.13	116.36
Interest expense on lease liability	25.93	29.89
Lease expense- short term and lease of low value assets	1,451.39	1,290.78
	<b>1,602.45</b>	<b>1,437.03</b>

# Ashapura Minechem Limited

## Note 4

### Investment Properties

( Indian ₹ in lacs )

Particulars	Building	Total
<b>Gross carrying value</b>		
<b>As at 1st April, 2022</b>	<b>308.69</b>	<b>308.69</b>
Additions	-	-
Disposals	-	-
<b>As at 31st March, 2023</b>	<b>308.69</b>	<b>308.69</b>
Additions	-	-
Disposals	-	-
<b>As at 31st March, 2024</b>	<b>308.69</b>	<b>308.69</b>
<b>Accumulated depreciation</b>		
<b>As at 1st April, 2022</b>	<b>80.68</b>	<b>80.68</b>
Depreciation charged	5.91	5.91
Disposals	-	-
<b>As at 31st March, 2023</b>	<b>86.59</b>	<b>86.59</b>
Depreciation charged	5.91	5.91
Disposals	-	-
<b>As at 31st March, 2024</b>	<b>92.50</b>	<b>92.50</b>
<b>Net Carrying Amount</b>		
As at 31st March, 2023	<b>222.10</b>	<b>222.10</b>
<b>As at 31st March, 2024</b>	<b>216.19</b>	<b>216.19</b>

### i) Amount recognised in profit or loss for investment properties

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
<b>Rental income</b>	<b>48.00</b>	48.00
Direct operating expenses	-	-
Gain from investment properties before depreciation	<b>48.00</b>	48.00
Depreciation	<b>5.91</b>	5.91
Gain from investment properties	<b>42.09</b>	42.09

### ii) Contractual obligations

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

### iii) Fair Value

The fair value of the Investment Property as at March 31, 2024 has been arrived at on the basis of a valuation carried out by independent valuers registered with the authority which governs the valuers in India. All fair value estimates for investment properties are included in Level 2. Fair valuation of the investment properties as on 31<sup>st</sup> March, 2024 is ₹ 950.34 lacs.



**Note 5**  
**Intangible assets**

(Indian ₹ in lacs)

Particulars	Mining Rights	Computer Software	Total
<b>Gross carrying value (at deemed cost)</b>			
<b>As at 1st April, 2022</b>	<b>6,584.48</b>	<b>298.01</b>	<b>6,882.49</b>
Additions*	2,056.09	-	2,056.09
Exchange difference on consolidation	554.21	-	554.21
Disposals	-	(22.32)	(22.32)
<b>As at 31st March, 2023</b>	<b>9,194.78</b>	<b>275.69</b>	<b>9,470.47</b>
Additions	1,706.13	5.90	1,712.03
Exchange difference on consolidation	133.14	-	133.14
Disposals	-	-	-
<b>As at 31st March, 2024</b>	<b>11,034.05</b>	<b>281.59</b>	<b>11,315.64</b>
<b>Accumulated depreciation</b>			
<b>As at 1st April, 2022</b>	<b>532.42</b>	<b>261.65</b>	<b>794.07</b>
Amortisation	686.76	10.16	696.92
Exchange difference on consolidation	58.88	-	58.88
Disposals	-	(12.10)	(12.10)
<b>As at 31st March, 2023</b>	<b>1,278.06</b>	<b>259.71</b>	<b>1,537.77</b>
Amortisation	766.58	1.41	767.99
Exchange difference on consolidation	85.12	-	85.12
Disposals	-	-	-
<b>As at 31st March, 2024</b>	<b>2,129.76</b>	<b>261.12</b>	<b>2,390.88</b>
<b>Net carrying value</b>			
<b>As at 31st March, 2023</b>	<b>7,916.72</b>	<b>15.98</b>	<b>7,932.70</b>
<b>As at 31st March, 2024</b>	<b>8,904.29</b>	<b>20.47</b>	<b>8,924.76</b>

\* includes transfers from subsidiaries acquired during the previous year

**Note 6**  
**Investments**

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
<b>Non-current Investments</b>		
<b>a. Investments in joint venture entities in india</b>		
Ashapura Perfoclay Limited <sup>1</sup>	17,718.31	15,304.51
8,966,590 Equity Shares of ₹ 10 each fully paid-up		
<b>b. Investments in associate companies in india</b>		
Orient Ceratech Limited	13,963.66	13,462.35
37,999,953 Equity Shares of ₹ 1 each fully paid-up		
Shantilal Multiport Infrastructure Private Limited	40.17	54.97
8,49,975 Equity Shares of ₹ 10 each fully paid-up	14,003.83	13,517.32
<b>c. Investments in joint venture entities outside india</b>		
Ashapura Dhofar Resources LLC	375.94	-
1,05,000 Equity Shares of OMR 1 each fully paid-up		
<b>d. Investment in Government Securities</b>		
National Savings Certificates	2.07	2.07
(under lien with sales tax/mining authorities)		
<b>Total non-current investments</b>	<b>32,100.15</b>	<b>28,823.90</b>

<sup>1</sup> investments in these equity shares are pledged with a creditor.

Aggregate amount of quoted investments	13,963.66	13,462.35
Market value of quoted investments	18,118.38	8,663.99
Aggregate amount of unquoted investments	18,136.49	15,361.55

# Ashapura Minechem Limited

## Note 7

### Loans

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
<b>Unsecured, considered good</b>				
Loans to a joint venture	-	2,772.90	-	-
Employee loans	14.29	7.53	28.44	28.14
Other loans	-	-	-	-
<b>Total loans</b>	<b>14.29</b>	<b>2,780.43</b>	<b>28.44</b>	<b>28.14</b>

## Note 8

### Other financial assets

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Term deposits with maturity of more than 12 months *	1,704.99	1,392.64	-	-
Security deposits	2,236.66	2,170.08	-	-
Claims receivables	-	-	24,036.49	13,340.09
Interest receivable	-	11.96	58.06	707.85
<b>Total other financial assets</b>	<b>3,941.65</b>	<b>3,574.68</b>	<b>24,094.55</b>	<b>14,047.94</b>

\* under lien ₹ 1,704.99 ( ₹ 1,392.64) lacs against guarantees to mining authorities, letter of credits and bank guarantees

## Note 9

### Deferred tax assets

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
On account of timing differences in		
Depreciation on property, plant & equipment	(180.13)	(132.92)
Loss allowance for doubtful debts	188.92	470.11
Carry forward of business losses	1,953.22	355.06
Difference between right-of-use assets and lease liabilities	(0.98)	(0.78)
Disallowances 43B of the Income Tax Act and others	825.82	712.34
<b>Total deferred tax assets</b>	<b>2,786.85</b>	<b>1,403.81</b>



#### Note 10

##### Other assets

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Trade advances to suppliers	-	-	45,392.64	34,489.95
Less: Loss allowance for doubtful advances	-	-	2,803.01	2,912.62
	-	-	42,589.63	31,577.33
Capital advances	36.95	12.65	-	-
Prepaid expenses	-	-	1,609.77	2,278.65
Input credit receivables	-	-	7,900.50	6,365.19
Advance payment of royalty	-	-	12.51	22.81
Employee advances	-	-	114.67	107.36
Other advances	0.87	45.61	212.21	4,340.63
<b>Total other assets</b>	<b>37.82</b>	<b>58.26</b>	<b>52,439.29</b>	<b>44,691.97</b>

#### Note 11

##### Inventories

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
Stores & spares	7,630.84	4,868.26
Stock-in-trade	4,475.91	5,624.76
Raw materials	3,871.11	4,119.22
Finished goods	16,449.90	14,241.22
Semi finished goods	18,934.55	23,446.40
Packing materials	675.88	856.18
<b>Total inventories</b>	<b>52,038.19</b>	<b>53,156.04</b>

The cost of inventories recognised as an expense during the year as disclosed in note no. 25 & 26 includes Rs. 1,560.52 (previous year - Rs. 627.82) lacs towards write down of inventories.

#### Note 12

##### Trade Receivables

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
Unsecured, considered good	24,865.22	48,324.03
Unsecured, significant increase in credit risk	3,454.52	1,151.51
Unsecured, considered doubtful	1,940.57	2,980.85
Less: Loss allowance for doubtful debts	(3,381.42)	(3,470.47)
<b>Total trade receivables</b>	<b>26,878.89</b>	<b>48,985.92</b>

# Ashapura Minechem Limited

## 12.1 Trade receivables ageing schedule:

( Indian ₹ in lacs)

( million & in lacs)							
Particular	Not due	Outstanding for the following period from due date of payments					Total
		< 6 Months	6 months- 1 year	1 - 2 years	2 - 3 years	> 3 years	
31st March, 2024							
Undisputed, considered good	10,745.81	7,090.83	3,471.98	2,251.39	1,083.72	221.49	24,865.22
Undisputed having significant increase in credit risk	-	-	-	2,339.58	288.12	826.82	3,454.52
Undisputed trade receivables- credit impaired	-	-	-	-	-	1,671.00	1,671.00
Disputed having significant increase in credit risk	-	-	-	-	-	44.11	44.11
Disputed trade receivables- credit impaired	-	-	-	-	-	225.46	225.46
	10,745.81	7,090.83	3,471.98	4,590.97	1,371.84	2,988.88	30,260.31

Less: Allowance for credit losses (3,381.42)

**Total trade receivables 26,878.89**

## 31st March, 2023

Undisputed, considered good	16,982.50	19,210.76	7,577.79	2,253.28	1,578.34	721.36	48,324.03
Undisputed having significant increase in credit risk	-	-	-	522.51	489.16	139.84	1,151.51
Undisputed trade receivables- credit impaired	-	-	-	-	-	2,780.42	2,780.42
Disputed trade receivables- credit impaired	-	-	-	-	-	44.11	44.11
Disputed trade receivables- credit impaired	-	-	-	-	-	156.32	156.32
	<b>16,982.50</b>	<b>19,210.76</b>	<b>7,577.79</b>	<b>2,253.28</b>	<b>2,067.50</b>	<b>3,842.05</b>	<b>52,456.39</b>

Less: Allowance for credit losses (3,470.47)

**Total trade receivables 48,985.92**

## Note 13

### Cash and cash equivalents

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
Balances with banks	12,518.91	6,677.71
Other term deposits*	585.50	246.13
Cash on hand	357.74	75.57
<b>Total cash and cash equivalents</b>	<b>13,462.15</b>	<b>6,999.41</b>

\* under lien ₹ 65.10 lacs against guarantees to mining authorities and letter of credits in the previous year



#### Note 14

##### Other bank balances

	(Indian ₹ in lacs)	
Particulars	31st March 2024	31st March 2023
Deposits with maturity more than 3 months*	233.52	456.34
Margin money deposits*	786.83	355.07
Dividend accounts	6.14	8.07
<b>Total other bank balances</b>	<b>1,026.49</b>	<b>819.48</b>

\* under lien ₹ 956.92 ( ₹ 779.77) lacs against guarantees to mining authorities and letter of credits

#### Note 15

##### Income tax (net)

	(Indian ₹ in lacs)	
Particulars	31st March 2024	31st March 2023
The following table provides the details of income tax assets and (liabilities) :		
Current income tax assets	14,179.14	12,232.08
Current income tax liabilities	14,295.90	12,811.70
<b>Net current income tax asset/(liabilities)</b>	<b>(116.76)</b>	<b>(579.62)</b>
<b>The gross movement in the current tax asset /( liability) :</b>		
Net current income tax asset at the beginning	(579.62)	485.65
Income tax paid (net of refunds)	4,362.93	1,898.28
Income tax expense	(3,900.07)	(2,963.55)
<b>Net current income tax asset/(liabilities)</b>	<b>(116.76)</b>	<b>(579.62)</b>

#### Note 16

##### Equity share capital

	(Indian ₹ in lacs)	
Particulars	31st March 2024	31st March 2023
<b>Authorised</b>		
30,00,00,000 equity shares of ₹ 2 each	6,000.00	6,000.00
30,00,000 preference shares of ₹ 100 each	3,000.00	3,000.00
	<b>9,000.00</b>	<b>9,000.00</b>
9,14,86,098 equity shares of ₹ 2 each	1,829.72	1,829.72
<b>Total equity share capital</b>	<b>1,829.72</b>	<b>1,829.72</b>

a. Equity shares issued as fully paid-up bonus shares or otherwise than by cash during the preceding five years: Nil

# Ashapura Minechem Limited

## b. Reconciliation of equity shares outstanding at the beginning and at the end of the year :

Particulars	As on 31st March, 2024		As on 31st March, 2023	
	No. of shares	₹	No. of shares	₹
Balance at the beginning of the year	9,14,86,098	1,829.72	9,14,86,098	1,829.72
Addition during the year	-	-	-	-
Balance at end of the year	9,14,86,098	1,829.72	9,14,86,098	1,829.72

## c. Shares held by promoters and promoter group :

Name of Shareholder	As at 31st March, 2024		As at 31st March, 2023		Change (%)
	Nos.	% of holding	Nos.	% of holding	
Ashapura Industrial Finance Limited	1,48,33,734	16.21	1,47,81,734	16.16	0.06
Mr. Chetan Navnitlal Shah	1,35,93,814	14.86	1,35,93,814	14.86	-
Ms. Dina Chetan Shah	92,02,360	10.06	92,02,360	10.06	-
Mr. Manan Shah	22,39,220	2.45	22,39,220	2.45	-
Ms. Chaitali Salot	12,55,620	1.37	12,55,620	1.37	-
Ms. Himani Shah	1,42,980	0.16	1,42,980	0.16	-
Late Shri Navnitlal R Shah Estate	1,29,460	0.14	1,29,460	0.14	-
Ashapura Overseas Private Limited	1,20,000	0.13	1,20,000	0.13	-
Gurbarga Trading Co. Private Limited	2,520	0.01	2,520	0.01	-
Hemprabha Trading Co Private Limited	2,520	0.01	2,520	0.01	-

Name of Shareholder	As at 31st March ,2023		As at 31st March 2022		Change (%)
	Nos.	% of holding	Nos.	% of holding	
Ashapura Industrial Finance Limited	1,47,81,734	16.16	1,41,61,612	15.48	0.68
Mr. Chetan Navnitlal Shah	1,35,93,814	14.86	1,35,43,814	14.80	0.05
Ms. Dina Chetan Shah	92,02,360	10.06	92,02,360	10.06	-
Mr. Manan Shah	22,39,220	2.45	22,39,220	2.45	-
Ms. Chaitali Salot	12,55,620	1.37	12,55,620	1.37	-
Ms. Himani Shah	1,42,980	0.16	1,42,980	0.16	-
Late Shri Navnitlal R Shah Estate	1,29,460	0.14	1,29,460	0.14	-
Ashapura Overseas Private Limited	1,20,000	0.13	1,00,000	0.11	0.02
Gurbarga Trading Co. Private Limited	2,520	0.01	2,520	0.01	-
Hemprabha Trading Co Private Limited	2,520	0.01	2,520	0.01	-

## d. Shares held by each shareholder holding more than five percent shares :

Name of Shareholder	As at 31st March 2024		As at 31st March 2023	
	Nos.	% of holding	Nos.	% of holding
Ashapura Industrial Finance Limited	1,48,33,734	16.21	1,47,81,734	16.16
Mr. Chetan Navnitlal Shah	1,35,93,814	14.86	1,35,93,814	14.86
Ms. Dina Chetan Shah	92,02,360	10.06	92,02,360	10.06
Albula Investment Fund Limited	47,57,017	5.20	47,57,017	5.20

## e. 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 17

### Other equity

	(Indian ₹ in lacs)	
Particulars	31st March 2024	31st March 2023
<b>General reserve</b>		
Balance at the beginning of the year	1,500.00	1,500.00
Addition during the year	-	-
Balance at the end of the year	1,500.00	1,500.00
<b>Capital redemption reserve</b>		
Balance at the beginning of the year	3.90	3.90
Addition during the year	-	-
Balance at the end of the year	3.90	3.90
<b>Securities premium account</b>		
Balance at the beginning of the year	19,082.34	19,082.34
Addition during the year	-	-
Balance at the end of the year	19,082.34	19,082.34
<b>Retained earnings</b>		
Balance at the beginning of the year	41,788.01	30,659.21
Profit for the year	28,700.33	11,700.64
Dividend	-	(571.84)
Balance at the end of the year	70,488.34	41,788.01
<b>Other components of equity</b>		
Remeasurement of defined benefit plans (net of tax)	(735.38)	(474.22)
Exchange differences on foreign currency translation	(133.38)	1,770.93
	(868.76)	1,296.71
<b>Total other equity</b>	<b>90,205.82</b>	<b>63,670.96</b>

**General reserve:** The Company has transferred a portion of the net profit of the Company to general reserve.

**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 earnings when the relevant obligations are derecognized.

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

# Ashapura Minechem Limited

## Note 18

### Borrowings

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
<b>Secured</b>				
Term loans from banks and financial institutions*	52,067.25	53,109.68	-	-
Hire purchase finance	5,791.07	1,247.44	-	-
Working capital finance from banks	-	-	2,716.30	6,021.14
Current maturities of long-term debt	-	-	11,536.57	4,269.33
	<b>57,858.32</b>	<b>54,357.12</b>	<b>14,252.87</b>	<b>10,290.47</b>
<b>Unsecured</b>				
Inter corporate loans	10,877.73	3,637.74	15,173.34	4,766.44
Term loan from related parties	-	2,343.62	-	225.00
	<b>10,877.73</b>	<b>5,981.36</b>	<b>15,173.34</b>	<b>4,991.44</b>
<b>Total borrowings</b>	<b>68,736.05</b>	<b>60,338.48</b>	<b>29,426.21</b>	<b>15,281.91</b>

\* includes loans obtained by overseas subsidiary against pledge of shares and other investments in group companies. Term loan from financial institutions includes overdue borrowings of Rs. 1,054.05 lacs.

## Note 19

### Other financial liabilities

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Interest accrued and due on borrowings	-	-	11,004.41	7,065.28
Derivatives and other claims payable (Refer note no. 45)	-	-	2,500.00	2,500.00
Shipping claims payable*	15,031.37	29,699.88	3,795.00	5,032.50
Unclaimed dividends	-	-	6.13	8.07
Payable towards services received	-	-	137.61	106.76
<b>Total other financial liabilities</b>	<b>15,031.37</b>	<b>29,699.88</b>	<b>17,443.15</b>	<b>14,712.61</b>

\* investments in two subsidiaries and a joint venture are pledged to one of the creditors.

## Note 20

### Provisions

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Provision for leave encashment	209.02	175.49	65.85	51.18
Provision for mining restoration	978.49	971.34	-	-
Provision for gratuity	63.24	55.14	174.74	158.28
Provision for bonus	-	-	201.26	215.46
Provision for royalty	-	-	997.49	1,018.03
Other provisions	-	-	31.45	-
<b>Total provisions</b>	<b>1,250.75</b>	<b>1,201.97</b>	<b>1,470.79</b>	<b>1,442.95</b>



## Note 21

### Other liabilities

(Indian ₹ in lacs)

Particulars	Non-current		Current	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Advances from customers	-	-	21,353.31	28,547.05
Statutory liabilities	-	-	11,106.32	7,223.69
Payable for capital assets	-	-	62.31	1,516.97
Other liabilities	-	9.07	3,405.78	8,087.23
<b>Total other liabilities</b>	-	<b>9.07</b>	<b>35,927.72</b>	<b>45,374.94</b>

## Note 22

### Trade payables

(Indian ₹ in lacs)

Particulars	Current	
	31st March 2024	31st March 2023
Trade payables		
Total outstanding dues of Micro, Small and Medium Enterprises (refer note no. 39)	687.49	-
Total outstanding dues of creditors other than MSME Enterprises	54,877.10	56,431.33
<b>Total trade payables</b>	<b>55,564.59</b>	<b>56,431.33</b>

The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence, disclosures relating to the amounts unpaid as at the year end together with interest paid/payable under the Act have not been given.

### 22.1 Trade payables ageing schedule:

( Indian ₹ in lacs)

Particular	Not Due	Outstanding for the following period from due date of payments				Total
		Less than 1 year	1 - 2 years	2 - 3 years	> 3 years	
31st March, 2024						
Outstanding dues to MSME	687.49	-	-	-	-	687.49
Others	12,455.58	42,421.52	-	-	-	54,877.10
Total....	13,143.07	42,421.52	-	-	-	55,564.59
31st March, 2023						
Outstanding dues to MSME	-	-	-	-	-	-
Others	17,183.59	24,510.75	12,152.60	1,273.27	1,311.12	56,431.33
Total....	17,183.59	24,510.75	12,152.60	1,273.27	1,311.12	56,431.33

# Ashapura Minechem Limited

## Note 23

### Revenue from operations

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
<b>Sale of products</b>		
Export sales	2,27,485.49	1,49,111.25
Domestic sales	34,526.52	30,553.57
	2,62,012.01	1,79,664.82
<b>Other operating revenue</b>		
Research & development fees receipts	500.78	450.00
Other operating income	2,867.82	2,970.02
<b>Total revenue from operations</b>	<b>2,65,380.61</b>	<b>1,83,084.84</b>

## Note 24

### Other income

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
Interest receipts	653.19	393.74
Dividend receipts	3.13	4.96
Profit on sale of investment (net)	25.80	-
Lease rent receipts	238.71	248.41
Profit on sale of property, plant & equipment (net)	147.45	-
Sundry balances written back (net)	1,377.26	2,219.74
Gain on foreign currency fluctuation	3,617.74	5,041.89
Miscellaneous income	118.57	703.63
<b>Total other income</b>	<b>6,181.85</b>	<b>8,612.37</b>

## Note 25

### Cost of materials consumed

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
<b>Raw materials consumed</b>		
Opening stock	4,119.22	3,919.70
Add: Purchases	34,143.74	41,470.49
	38,262.96	45,390.19
Less: Closing stock	3,871.11	4,119.22
	34,391.85	41,270.97
<b>Packing materials consumed</b>		
Opening stock	856.18	1,113.51
Add: Purchases	2,967.54	2,911.38
	3,823.72	4,024.89
Less: Closing stock	675.88	856.18
	3,147.84	3,168.71
Rent and royalty	1,185.60	894.30
Mining expenses	3,153.65	1,889.60
<b>Total cost of materials consumed</b>	<b>41,878.94</b>	<b>47,223.58</b>



## Note 26

### Changes in inventories

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
Closing Stock		
Finished goods	16,449.90	14,241.22
Stock-in-trade	4,475.91	5,624.76
Semi finished goods	18,934.55	23,446.40
	39,860.36	43,312.38
Opening Stock		
Finished goods	14,241.22	9,795.39
Stock-in-trade	5,624.76	5,487.26
Semi finished goods	23,446.40	17,174.22
	43,312.38	32,456.87
<b>Changes in inventories</b>	<b>3,452.02</b>	<b>(10,855.51)</b>

## Note 27

### Employee benefit expenses

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
Salaries, wages, allowances and bonus	10,149.45	8,971.58
Directors' remuneration	378.09	309.57
Contribution to provident fund & other welfare funds	1,093.80	654.08
Staff welfare expenses	845.06	682.67
<b>Total employee benefit expenses</b>	<b>12,466.40</b>	<b>10,617.90</b>

## Note 28

### Finance costs

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
Interest		
Banks	883.83	778.39
Income tax	123.62	68.61
Others	5,888.28	5,105.68
	6,895.73	5,952.68
Other borrowing costs	76.55	479.10
<b>Total finance costs</b>	<b>6,972.28</b>	<b>6,431.78</b>

# Ashapura Minechem Limited

## Note 29

### Depreciation and amortisation expenses

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
Property, plant and equipment	6,963.60	6,437.17
Right of use assets	125.13	116.36
Investment properties	5.91	5.91
Intangible assets	767.99	696.92
<b>Total depreciation and amortisation</b>	<b>7,862.63</b>	<b>7,256.36</b>

## Note 30

### Other expenses

	(Indian ₹ in lacs)	
Particulars	2023-2024	2022-2023
<b>Manufacturing expenses</b>		
Power and fuel	5,993.44	6,369.71
Machinery repairs and maintenance	1,158.03	1,533.82
Stores and spares	43.65	3,299.87
Carriage inward	1,950.67	133.53
Other expenses	9,432.24	9,395.27
	<b>18,578.03</b>	<b>20,732.20</b>
<b>Selling and distribution expenses</b>		
Sales commission	975.34	4,024.44
Export freight and insurance	69,524.93	44,098.33
Export custom duty	-	32.57
Export and other shipment expenses	71,578.68	21,701.11
	<b>1,42,078.95</b>	<b>69,856.45</b>
<b>Administrative and other expenses</b>		
Advertisement and business promotion	173.99	123.46
Rent	1,451.39	1,290.78
Rates & taxes	183.92	8,059.29
Repairs to buildings and others	615.17	472.16
Insurance premiums	549.85	324.67
Travelling expenses	1,189.96	604.54
Bank discount, commission and other charges	626.23	355.48
Legal and professional fees	1,103.24	886.45
Payment to auditors	132.23	124.93
Directors sitting fees	28.50	34.50
Business support services	676.22	-
Loss on sale of property, plant & equipment (net)	-	207.18
Corporate social responsibility expenses	111.56	62.35
Donations	135.10	87.07
Miscellaneous expenses	4,514.08	2,638.12
	<b>11,491.44</b>	<b>15,270.98</b>
<b>Total other expenses</b>	<b>1,72,148.42</b>	<b>1,05,859.63</b>



#### Expenditure towards Corporate Social Responsibility (CSR) activities

1. Amount required to be spent u/s 135(5) of the Companies Act 2013	78.21	55.40
2. Amount spent in cash during the year		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	106.38	62.35
3. Excess at the end of the year	(28.17)	(6.95)
4. Nature of CSR activities	Education, healthcare, women empowerment, promotion of arts	
5. Payment to related party - Ashapura Foundation/Kutch Navnirman Trust	99.20	57.00

#### Payments to auditors

Audit fees (including quarterly limited review)	105.13	102.41
Tax audit fees	11.75	10.63
Other services	11.28	9.24
Reimbursement of expenses	4.07	2.65
	<b>132.23</b>	<b>124.93</b>

#### Note 31

##### Earning per share

Particulars	2023-2024	2022-2023
Profit for the year (₹)	28,700.33	11,700.64
Weighted average number of shares (Nos)	9,14,86,098	9,14,86,098
Diluted number of shares (Nos)	9,41,11,951	9,14,86,098
Earnings per share (Basic) ₹	31.37	12.79
Earnings per share (Diluted) ₹	30.50	12.79
Face value per share ₹	2.00	2.00

#### Note 32

##### Fair value measurement

##### i. Financial instruments by category

(Indian ₹ in lacs)

Particulars	31st March 2024				31st March 2023			
	FVPL	FVOCI	Amortised cost	Fair Value	FVPL	FVOCI	Amortised cost	Fair Value
<b>Financial assets</b>								
Investments	-	-	32,100.15	32,100.15	-	-	28,823.90	28,823.90
Trade receivables	-	-	26,878.89	26,878.89	-	-	48,985.92	48,985.92
Loans non - current	-	-	14.29	14.29	-	-	2,780.43	2,780.43
Loans - current	-	-	28.44	28.44	-	-	28.14	28.14
Other financial assets - non- current	-	-	3,941.65	3,941.65	-	-	3,574.68	3,574.68
Other financial assets - current	-	-	24,094.55	24,094.55	-	-	14,047.94	14,047.94
Cash and cash equivalents	-	-	13,462.15	13,462.15	-	-	6,999.41	6,999.41
Other bank balances	-	-	1,026.49	1,026.49	-	-	819.48	819.48
<b>Total financial assets</b>	<b>-</b>	<b>-</b>	<b>1,01,546.61</b>	<b>1,01,546.61</b>	<b>-</b>	<b>-</b>	<b>1,06,059.90</b>	<b>1,06,059.90</b>

# Ashapura Minechem Limited

## Financial liabilities

Borrowings							
Long term borrowings	-	-	68,736.05	68,736.05	-	-	60,338.48 60,338.48
Short term borrowings	-	-	29,426.21	29,426.21	-	-	15,281.91 15,281.91
Lease liabilities -non-current	-	-	61.90	61.90	-	-	74.72 74.72
Lease liabilities -current	-	-	133.47	133.47	-	-	101.34 101.34
Trade payables	-	-	55,564.59	55,564.59	-	-	56,431.33 56,431.33
Other financial liabilities - non - current	-	-	15,031.37	15,031.37	-	-	29,699.88 29,699.88
Other financial liabilities - current	-	-	17,443.15	17,443.15	-	-	14,712.61 14,712.61
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>1,86,396.74</b>	<b>1,86,396.74</b>	<b>-</b>	<b>-</b>	<b>1,76,640.27 1,76,640.27</b>

## Note 33

### 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.

Customer credit risk is managed by the Group through established policy and procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally carrying upto 90 days credit terms. The Group has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation. Trade receivables are consisting of a large number of customers. Export receivables are backed by forward contract. 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.

#### 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:

(Indian ₹ in lacs)				
Particulars	Less than or equal to	more than	Total	Carrying Value
	one year	one year		
<b>As on 31st March 2024</b>				
<b>Financial Liabilities</b>				
Long term borrowings	-	68,743.32	68,743.32	68,736.05
Short term borrowings	29,426.21	-	29,426.21	29,426.21
Lease liabilities	132.31	105.08	237.39	195.37
Trade payables	55,564.59	-	55,564.59	55,564.59
Other financial liabilities	17,443.15	16,480.00	33,923.15	32,474.52
<b>Total financial liabilities</b>	<b>1,02,566.26</b>	<b>85,328.40</b>	<b>1,87,894.66</b>	<b>1,86,396.74</b>
<b>As on 31st March 2023</b>				
<b>Financial Liabilities</b>				
Long term borrowings	-	60,354.88	60,354.88	60,338.48
Short term borrowings	15,281.91	-	15,281.91	15,281.91
Lease liabilities	116.19	180.93	297.12	176.06
Trade payables	56,431.33	-	56,431.33	56,431.33
Other financial liabilities	14,712.61	34,680.00	49,392.61	44,412.49
<b>Total financial liabilities</b>	<b>86,542.04</b>	<b>95,215.81</b>	<b>1,81,757.85</b>	<b>1,76,640.27</b>

#### 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:

(Indian ₹ in lacs)		
Particulars	Increase/decrease in basis points	Effect of profit before tax
<b>31st March, 2024</b>	+100	981.62
	-100	(981.62)
<b>31st March, 2023</b>	+100	756.20
	-100	(756.20)

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 2024	31st March 2023
<b>Receivables</b>		
USD	79.74	78.32
EURO	8.13	5.12
AED	1.91	2.03
GBP	1.21	-

## Ashapura Minechem Limited

### Payables

USD	120.28	89.17
EURO	2.46	2.06
AED	1.10	2.09
GBP	0.01	0.01
OMR	0.01	0.01

### Loan given to joint ventures/associates

RO	-	20.00
----	---	-------

### 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.

			(Indian ₹ in lacs)
Particulars	Currency	Change in rate	Effect on profit before tax
March 31, 2024	USD	+5%	(168.98)
	USD	-5%	168.98
March 31, 2023	USD	+5%	(44.58)
	USD	-5%	44.58
March 31, 2024	EURO	+5%	25.59
	EURO	-5%	(25.59)
March 31, 2023	EURO	+5%	13.67
	EURO	-5%	(13.67)

### Note 34

#### Capital management

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Group. The primary objective of the Group when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

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.

The following table summarises the capital of the Group:

			(Indian ₹ in lacs)
Particulars	As at		
	31st March 2024	31st March 2023	
Total debt	98,162.26	75,620.39	
Total equity	93,004.74	66,469.88	
Total debt to equity ratio	1.06	1.14	

### Note 35

#### Exceptional Items

			( Indian ₹ in lacs )
No.	Particulars	31st March 2024	31st March 2023
1	Loss due to cyclone (net of insurance claim receipts) at certain plants of the Company in Gujarat	(368.34)	-
2	Gain on sale of the assets on the closure of some of the plants of the Company	1,984.93	-
3	Gain on settlement of old outstanding liabilities (net)	8,226.85	-
	<b>Total....</b>	<b>9,843.44</b>	<b>-</b>



#### Note 36

##### Capital and Other Commitments

( Indian ₹ in lacs )

No.	Particulars	31st March 2024	31st March 2023
<b>Capital commitments</b>			
1	Estimated value of contracts remaining to be executed	530.35	1,278.43

#### Note 37

##### Contingent Liabilities

( Indian ₹ in lacs )

No.	Particulars	31st March 2024	31st March 2023
1	Guarantees given to various government authorities and others	29,999.23	33,140.38
2	In respect of disputed excise duty	2,993.81	2,993.81
3	In respect of disputed income tax matters	3,602.82	6,784.43
4	In respect of disputed Goods & Service Tax Matters	841.67	-
5	In respect of disputed Service Tax matters	106.31	-
6	In respect of disputed Provident Fund liabilities	1,010.74	1,010.74
7	Shipping claims against the Company not acknowledged as debt	6,415.19	6,194.17
8	Other claims against the Company not acknowledged as debt	5,013.37	4,812.51
9	In respect of other matters	18.68	18.68
10	Some retrenched employees of the company have filed suits against the company in the labour court for compensation and reinstatement. The liability in respect of this, in the opinion of the management, is unascertainable.		
Total...		50,001.82	54,954.72

The amounts disclosed above represent the best possible estimates arrived at on the basis of available information.

#### Note 38

##### 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 Group makes contributions to approved gratuity fund.

(Indian ₹ in lacs )

No.	Particulars	31st March 2024	31st March 2023
<b>Amount recognised in balance sheet</b>			
	Present value of funded defined benefit obligation	2,105.79	1,761.82
	Fair value of plan assets	1,867.81	1,548.40
	<b>Net unfunded obligation/(assets)</b>	<b>237.98</b>	<b>213.42</b>
<b>Expense recognised in the statement of profit and loss</b>			
	Current service cost	91.35	90.89
	Interest on net defined benefit asset	16.05	19.92
	<b>Total expense charged to statement of profit and loss</b>	<b>107.40</b>	<b>110.81</b>

## Ashapura Minechem Limited

<b>Amount recorded as other comprehensive income</b>		
Opening amount recognised in OCI outside statement of profit and loss	286.14	339.18
Remeasurements during the period due to:	-	-
Changes in financial assumptions	(227.80)	(46.91)
Actual return on plan assets less interest on plan assets	(4.65)	(6.13)
<b>Closing amount recognised in OCI outside statement of profit and loss</b>	<b>53.69</b>	<b>286.14</b>
<b>Reconciliation of net liability/(asset)</b>		
Opening net defined benefit liability/(asset)	213.42	270.32
Expense charged to statement of profit and loss	107.40	110.81
Amount recognised outside statement of profit and loss	232.45	53.04
Net liabilities transfer out (net)	(5.64)	5.86
Employer contributions	(309.65)	(226.61)
<b>Closing net defined benefit liability/(asset)</b>	<b>237.98</b>	<b>213.42</b>
<b>Movement in benefit obligation</b>		
Opening of defined benefit obligation	<b>1,761.82</b>	<b>1,645.15</b>
Current service cost	91.35	90.89
Interest on defined benefit obligation	132.30	118.95
Actuarial loss/(gain) arising from change in financial assumptions	31.47	(0.81)
Benefits paid from the fund	(96.07)	(140.99)
Net liabilities transfer out (net)	(5.75)	0.89
Actuarial loss/(gain) on obligation	190.67	47.74
<b>Closing of defined benefit obligation</b>	<b>2,105.79</b>	<b>1,761.82</b>
<b>Movement in plan assets</b>		
Opening fair value of plan assets	1,548.40	1,374.83
Prior period - change in limit	(0.05)	0.21
Return on plan assets excluding interest income	(4.62)	(6.13)
Interest income (net)	116.25	99.03
Contributions by employer	309.65	226.61
Net liabilities transfer out (net)	(5.75)	(5.16)
Benefits paid	(96.07)	(140.99)
<b>Closing of defined benefit obligation</b>	<b>1,867.81</b>	<b>1,548.40</b>
<b>Principal actuarial assumptions</b>		
Discount Rate	7.23	7.52
Salary escalation rate p.a.	7.23	7.52
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 2024	31st March 2023
1	Discount Rate	1% Increase	(85.19)	(86.29)
		1% Decrease	94.84	96.25
2	Salary	1% Increase	96.01	97.70
		1% Decrease	(87.70)	(89.05)
3	Employee Turnover	1% Increase	12.01	14.49
		1% Decrease	(13.19)	(15.89)

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

No.	Particulars	31st March 2024	31st March 2023
1	Within the next 12 months (next annual reporting period)	685.76	378.78
2	Between 2 and 5 years	739.14	573.91
3	Beyond 5 years	1,713.80	1,927.96



#### Note 39

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2023-24, to the extent the Company has received intimation from the Suppliers regarding their status under the Act.

(Indian ₹ in lacs)

No.	Particulars	31st March 2024	31st March 2023
	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 enterprises	687.49	-
2	Interest due on above	-	-

#### Note 40

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
<u>(i) Joint ventures and associates</u>		<u>Refer note no. 1.2(c)</u>
<u>(ii) Entities controlled/significantly influenced by directors</u>		
1	Aeon Procure Private Limited <sup>1</sup>	India
2	Aeonx Digital Solutions Private Limited	India
3	Aeonx Digital Technology Limited	India
4	Ambica Logistics Private Limited	India
5	Artha Minerals Resources	India
6	Ashapura Exports Private Limited	India
7	Ashapura Foundation	India
8	Ashapura Overeas Private Limited	India
9	Chetan N Shah - HUF	India
10	Kutch Navnirman Trust	India
11	Manico Minerals International Private Limited	India
12	Manico Resources Private Limited	India
13	Minologistics Corporation	India
14	Minotech Resources LLP	India
15	Minotrans Logistic Corporation	India
16	Sharda Industrial Corporation	India
<u>(iii) Key managerial personnel</u>		
17	Mr. Chetan Shah	Executive Chairman
18	Mr. Hemul Shah	Executive Director & CEO
19	Ms. Geeta Nerurkar	Whole Time Director & CEO
20	Mr. Harish Motiwala	Independent Director
21	Ms. Himani Shah	Non Independent Director
22	Ms. Chaitali Salot	Non Independent Director
23	Mr. Manan Shah	Non Independent Director
24	Mr. Abhilash Munsif <sup>2</sup>	Independent Director
25	Mr. Pundrik Sanyal	Independent Director
26	Ms. Neeta Shah	Independent Director
27	Mr. Sudhir Godabole	Director
28	Mr. Ibrahim Bald <sup>3</sup>	Director
29	Mr. Sachin Polke	Company Secretary & President (Corporate Affairs)
30	Mr. Ashish Desai	Group Chief Financial Officer
31	Mr. Sandeep Deshpande	Group Head - Human Resources and Administration
32	Ms. Dina Shah	Relative of a key managerial personnel

<sup>1</sup> upto 31st December, 2023

<sup>2</sup> upto 1st November, 2023

<sup>3</sup> upto 15th December, 2022

# Ashapura Minechem Limited

(Indian ₹ in lacs )			
Nature of transaction	Relationship	Year ended 31st March 2024	Year ended 31st March 2023
<b>1. Sales of materials</b>			
Ashapura Perfoclay Limited	Joint Venture	3,240.39	1,059.64
APL Valueclay Private Limited	Joint Venture	89.49	67.25
Aeonx Digital Technology Limited	Entity controlled/significantly influenced by directors	-	56.03
Orient Advanced Materials Private Limited	Associate	1,374.40	190.08
Orient Ceratech Limited	Associate	4,320.84	8,277.20
Ashapura Overseas Private Limited	Entity controlled/significantly influenced by directors	67.74	57.40
Aeon Procure Private Limited	Entity controlled/significantly influenced by directors	22.30	14.56
Minotech Resources LLP	Entity controlled/significantly influenced by directors	38.07	-
Artha Minerals Resources	Entity controlled/significantly influenced by directors	67.18	11.71
<b>Total...</b>		<b>9,220.41</b>	<b>9,733.87</b>
<b>2. Sale of property, plant and equipment</b>			
Orient Advanced Materials Private Limited	Associate	-	36.82
Orient Ceratech Limited	Associate	2,028.16	-
Minotech Resources LLP	Entity controlled/significantly influenced by directors	180.34	-
APL Valueclay Private Limited	Joint Venture	29.18	-
<b>Total...</b>		<b>2,237.68</b>	<b>36.82</b>
<b>3. Purchase of materials</b>			
APL Valueclay Private Limited	Joint Venture	247.61	2,644.50
Ashapura Perfoclay Limited	Joint Venture	699.33	3,276.56
Orient Ceratech Limited	Associate	1,915.60	2,866.17
Aeonx Digital Technology Limited	Entity controlled/significantly influenced by directors	1,170.83	1,316.22
Minotech Resources LLP	Entity controlled/significantly influenced by directors	738.74	389.83
Orient Advanced Materials Private Limited	Associate	0.36	-
Ashapurs Export Private Limited	Entity controlled/significantly influenced by directors	22.88	-
Manico Minerals International Private Limited	Entity controlled/significantly influenced by directors	23.74	0.92
<b>Total...</b>		<b>4,819.09</b>	<b>10,494.20</b>
<b>4. Interest received</b>			
Ashapura Dhofar Resources LLC	Joint Venture	-	201.80
<b>5. Reimbursement of administrative expenses received/(paid)</b>			
Ashapura Overseas Private Limited	Entity controlled/significantly influenced by directors	0.19	0.33
Orient Ceratech Limited	Associate	(17.69)	-
Orient Advanced Materials Private Limited	Associate	17.33	16.29
APL Valueclay Private Limited	Joint Venture	3.33	0.89
Artha Minerals Resources	Entity controlled/significantly influenced by directors	0.28	1.50
Aeon Procure Private Limited	Entity controlled/significantly influenced by directors	0.11	-
Manico Minerals International Private Limited	Entity controlled/significantly influenced by directors	2.43	-
Aeonx Digital Technology Limited	Entity controlled/significantly influenced by directors	0.06	0.23
Ashapura Perfoclay Limited	Joint Venture	118.89	95.09
<b>Total...</b>		<b>124.93</b>	<b>114.33</b>



#### 6. Rent received

Ashapura Overseas Private Limited	Entity controlled/significantly influenced by directors	1.20	2.10
Orient Advanced Materials Private Limited	Associate	9.49	9.00
Orient Ceratech Limited	Associate	12.78	13.84
<b>Total...</b>		<b>23.47</b>	<b>24.94</b>

#### 7. R & D charges receipts

Ashapura Perfoclay Limited	Joint Venture	400.00	350.00
Orient Ceratech Limited	Associate	100.00	100.00
<b>Total...</b>		<b>500.00</b>	<b>450.00</b>

#### 8. Dividend received

Ashapura Perfoclay Limited	Joint Venture	134.50	134.50
Orient Ceratech Limited	Associate	95.00	57.00
<b>Total...</b>		<b>229.50</b>	<b>191.50</b>

#### 9. Donations/Corporate Social Responsibility

Ashapura Foundation	Entity controlled/significantly influenced by directors	24.38	63.76
Kutch Navnirman Trust	Entity controlled/significantly influenced by directors	80.00	-
<b>Total...</b>		<b>104.38</b>	<b>63.76</b>

#### 10. Purchase of property, plant and equipment

Manico Minerals International Private Limited	Entity controlled/significantly influenced by directors	16.91	-
Minotrans Logistics Corporation	Entity controlled/significantly influenced by directors	-	22.00
Ashapura Perfoclay Limited	Joint Venture	-	26.00
Orient Advanced Materials Private Limited	Associate	46.75	-
Minotech Resources LLP	Entity controlled/significantly influenced by directors	3.71	1.57
<b>Total...</b>		<b>67.37</b>	<b>49.57</b>

#### 11. Royalty

Chetan N Shah - HUF	Entity controlled/significantly influenced by directors	151.27	137.53
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#### 12. Guarantee Commission Receipts

Ashapura Perfoclay Limited	Joint Venture	32.00	32.00
Orient Ceratech Limited	Associate	10.33	3.73
<b>Total...</b>		<b>42.33</b>	<b>35.73</b>

#### 13. Stores, Spares & Packing Materials Purchases

Orient Advanced Materials Private Limited	Associate	29.01	0.58
Ashapura Perfoclay Limited	Joint Venture	1.09	8.95
Minotech Resources LLP	Entity controlled/significantly influenced by directors	83.84	72.18
Orient Ceratech Limited	Associate	10.69	8.64
<b>Total...</b>		<b>124.63</b>	<b>90.35</b>

#### 14. Rent paid

Ashapura Exports Private Limited	Entity controlled/significantly influenced by directors	-	1.00
Manico Minerals International Private Limited	Entity controlled/significantly influenced by directors	6.90	0.50
<b>Total...</b>		<b>6.90</b>	<b>1.50</b>

# Ashapura Minechem Limited

## 15. Jobwork income

Orient Ceratech Limited	Associate	630.65	1,354.30
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## 16. Interest paid

Aeonx Digital Technology Limited	Entity controlled/significantly influenced by directors	237.33	168.50
Ashapura Perfoclay Limited	Joint Venture	363.39	-
<b>Total...</b>		<b>600.72</b>	<b>168.50</b>

## 17. Software maintenance expenses

Aeonx Digital Solution Private Limited	Entity controlled/significantly influenced by directors	442.17	188.97
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## 18. Other selling expenses

Ambica Logistics Private Limited	Entity controlled/significantly influenced by directors	-	8.25
APL Valueclay Private Limited	Joint Venture	0.05	-
Aeonx Digital Solution Private Limited	Entity controlled/significantly influenced by directors	82.51	60.50
<b>Total...</b>		<b>82.56</b>	<b>68.75</b>

## 19. Loan received

Aeonx Digital Technology Limited	Entity controlled/significantly influenced by directors	2,500.00	700.00
Ashapura Perfoclay Limited	Joint Venture	6,500.00	1,800.00
<b>Total...</b>		<b>9,000.00</b>	<b>2,500.00</b>

## 20. Loan repaid

Aeonx Digital Technology Limited	Entity controlled/significantly influenced by directors	700.00	225.00
Ashapura Arcadia Private Limited	Associate	-	15.00
<b>Total...</b>		<b>700.00</b>	<b>240.00</b>

## 21. Jobwork charges paid

Orient Advanced Materials Private Limited	Associate	901.50	2,662.86
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## 22. Other operational income

Ashapura Perfoclay Limited	Associate	0.82	-
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## Outstanding Balances:

### 1. Trade receivables

Ashapura Exports Private Limited	Entity controlled/significantly influenced by directors	383.87	385.40
Ashapura Overseas Private Limited	Entity controlled/significantly influenced by directors	906.30	833.55
Manico Resources Private Limited	Entity controlled/significantly influenced by directors	-	8.33
Ashapura Dhofar Resources LLC	Joint Venture	-	50.58
Ashapura Perfoclay Limited	Joint Venture	303.67	-
APL Valueclay Private Limited	Joint Venture	16.57	17.60
Aeon Procure Private Limited	Entity controlled/significantly influenced by directors	0.08	2.80
Artha Minerals Resources	Entity controlled/significantly influenced by directors	63.27	15.15
Minotech Resources LLP	Entity controlled/significantly influenced by directors	372.66	104.80
Manico Minerals International Private Limited	Entity controlled/significantly influenced by directors	0.05	-
Minologistics Corporation	Entity controlled/significantly influenced by directors	10.22	-
Minotrans Logistics Corporation	Entity controlled/significantly influenced by directors	-	34.64
Orient Advanced Materials Private Limited	Associate	201.67	24.27
Orient Ceratech Limited	Associate	862.24	354.35
<b>Total...</b>		<b>3,120.60</b>	<b>1,831.47</b>





## 2. Security Deposit

Sharda Industrial Corporation	Entity controlled/significantly influenced by directors	45.00	45.00
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## 3. Trade Payables

Orient Ceratech Limited	Associate	12.63	955.60
Orient Advanced Materials Private Limited	Associate	-	428.67
Minotech Resources LLP	Entity controlled/significantly influenced by directors	492.08	722.58
Chetan N Shah - HUF	Entity controlled/significantly influenced by directors	-	1.50
Ashapura Arcadia Private Limited	Associate	0.03	-
Artha Mineral Resources	Joint Venture	1.08	-
Ashapura Perfoclay Limited	Joint Venture	1,571.63	3,030.23
Manico Minerals International Private Limited	Entity controlled/significantly influenced by directors	8.49	21.45
Aeonx Digital Solutions Private Limited	Entity controlled/significantly influenced by directors	25.12	26.30
Ashapura Exports Private Limited	Entity controlled/significantly influenced by directors	4.82	1.18
Aeonx Digital Technology Limited	Entity controlled/significantly influenced by directors	751.60	1,629.67
APL Valueclay Private Limited	Joint Venture	387.56	525.59
<b>Total...</b>		<b>3,255.04</b>	<b>7,342.77</b>

## 4. Advances from customers

Ashapura Perfoclay Limited	Joint Venture	-	1,594.04
APL Valueclay Private Limited	Joint Venture	5.96	-
<b>Total...</b>		<b>5.96</b>	<b>1,594.04</b>

## 5. Trade advances

Manico Minerals International Private Limited	Entity controlled/significantly influenced by directors	0.02	-
Ashapura Overseas Private Limited	Entity controlled/significantly influenced by directors	0.61	-
Artha Minerals Resources	Entity controlled/significantly influenced by directors	-	1.45
Ambica Logistics Private Limited	Entity controlled/significantly influenced by directors	-	107.73
Minologistics Corporation	Entity controlled/significantly influenced by directors	62.65	61.74
<b>Total...</b>		<b>63.28</b>	<b>170.92</b>

## 6. Loans given

Ashapura Dhofar Resources LLC	Joint Venture	-	2,772.90
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## 7. Borrowings

Aeonx Digital Technology Limited	Entity controlled/significantly influenced by directors	2,500.00	700.00
Ashapura Arcadia Logistics Private Limited	Associate	85.02	85.02
Ashapura Perfoclay Limited	Joint Venture	8,300.00	1,800.00
<b>Total...</b>		<b>10,885.02</b>	<b>2,585.02</b>

## 8. Interest receivables

Ashapura Dhofar Resources LLC	Joint Venture	-	676.86
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## Key managerial personnel and relatives :

### 1. Remuneration

Mr. Chetan Shah	Executive Chairman	125.00	89.98
Mr. Hemul Shah	Whole Time Director & CEO	72.79	65.87
Ms. Geeta Nerulakar	Whole Time Director & CEO	75.88	74.55
Mr. Sudhir Godabole	Director	104.42	64.90
Mr. Ibrahim Bald	Director	-	14.27
Others		162.04	162.77
<b>Total...</b>		<b>540.13</b>	<b>472.34</b>

# Ashapura Minechem Limited

## 2. Sitting fees

Mr. Chetan Shah	Non-Executive Chairman	3.00	2.75
Mr. Harish Motiwala	Independent director	6.50	6.75
Mr. Ashok Kadakia	Independent director	-	1.00
Mr. Abhilash Munsif	Independent director	3.50	7.75
Mr. Hemul Shah	Independent director	4.00	4.00
Ms. Geeta Nerurkar	Independent director	1.00	1.00
Mr. Pundrik Sanyal	Independent director	7.00	7.75
Ms. Himani Shah	Non-Independent director	2.00	2.00
Ms. Neeta Sunil Shah	Independent director	1.50	1.50
<b>Total...</b>		<b>28.50</b>	<b>34.50</b>

## 3. Reimbursement of expenses paid

Mr. Ashish Desai	Group Chief Financial Officer	11.32	5.35
Mr. Sachin Polke	Company Secretary & President (Corporate Affairs)	11.32	5.35
Mr. Hemul Shah	Whole Time Director & CEO	12.52	6.19
Mr. Sandeep Deshpande	Group Head - Human Resources and Administration	4.74	4.14
Mr. Sudhir Godabole	Director	-	3.19
<b>Total...</b>		<b>39.90</b>	<b>24.22</b>

## 4. Rent paid

Mr. Chetan Shah	Executive Chairman	-	0.30
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## 5. Guarantee Commission

Mr. Chetan Shah	Executive Chairman	3.75	2.50
Mr. Manan Shah	Non-Independent Director	3.75	2.50
<b>Total...</b>		<b>7.50</b>	<b>5.00</b>

## Outstanding Balances:

### 1. Security deposits

Mr. Chetan Shah	Non-Executive Chairman	5.00	5.00
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### 2. Trade payables

Mr. Chetan Shah	Executive Chairman	2.67	2.67
Mr. Manan Shah	Non-Independent Director	2.82	2.82
<b>Total...</b>		<b>5.49</b>	<b>5.49</b>



#### Note 41

#### Disclosure in terms of Schedule III of the Companies Act, 2013

(Indian ₹ in lacs)

Particulars	Net Assets		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
	As at 31st March 2024		2023-2024		2023-2024		2023-2024	
<b>Parent Company</b>								
Ashapura Minechem Limited	21.47	19,965.74	58.00	16,645.48	6.46	(139.88)	62.20	16,505.60
<b>Subsidiaries:</b>								
<b>Indian</b>								
Ashapura Aluminium Limited	0.02	21.79	-	(0.40)	-	-	-	(0.40)
Ashapura Claytech Limited	(0.18)	(168.99)	(0.65)	(187.35)	0.01	(0.13)	(0.71)	(187.48)
Ashapura Consultancy Service Private Limited	(0.16)	(147.51)	-	0.86	-	-	-	0.86
Ashapura International Limited	34.23	31,838.61	24.29	6,970.20	2.87	(62.15)	26.03	6,908.05
Bombay Minerals Limited	11.79	10,968.86	0.98	280.59	0.30	(6.48)	1.03	274.11
Peninsula Property Developers Private Limited	0.01	7.51	0.01	1.60	-	-	0.01	1.60
Prashansa Ceramics Limited	(0.11)	(98.67)	(0.09)	(24.59)	-	-	(0.09)	(24.59)
Sharda Consultancy Private Limited	(0.08)	(74.70)	-	1.41	-	-	0.01	1.41
Ashapura Resources Private Limited	-	(0.49)	-	(0.52)	-	-	-	(0.52)
Aeon Procure Private Limited*	0.42	387.24	0.04	11.44	0.02	(0.54)	0.04	10.90
<b>Foreign</b>								
Ashapura Holdings (UAE) FZE	30.93	28,764.74	29.80	8,551.55	-	-	32.23	8,551.55
Ashapura Holdings Forest Pte Ltd	1.59	1,478.76	(0.15)	(44.29)	-	-	(0.17)	(44.29)
Ashapura Guniea Resources SARLU	(12.46)	(11,584.73)	(21.26)	(6,101.83)	-	-	(23.00)	(6,101.83)
Ashapura Minex Resources SAU	(2.88)	(2,682.08)	(5.08)	(1,458.25)	-	-	(5.50)	(1,458.25)
Societe Guineenne des Mines defer	(5.88)	(5,469.30)	(3.77)	(1,082.23)	-	-	(4.08)	(1,082.23)
FAKO Resources SARL	(0.20)	(190.64)	(0.60)	(172.86)	-	-	(0.65)	(172.86)
Ashapura Boffa Bauxite SAU	1.76	1,640.30	(10.91)	(3,131.29)	-	-	(11.80)	(3,131.29)
Ashapura Global Infratech SARLU	0.13	118.14	(0.03)	(8.89)	-	-	(0.03)	(8.89)
Ashapura Minechem (UAE) FZE	(0.97)	(902.99)	(2.05)	(589.24)	-	-	(2.22)	(589.24)
PT Ashapura Bentoclay Forest	(0.31)	(288.06)	(0.17)	(50.08)	-	-	(0.19)	(50.08)
Ashapura Midgulf NV	3.52	3,276.56	8.04	2,306.97	-	-	8.69	2,306.97
Ashapura Forest MPA Sdn Bhd	1.80	1,673.87	(0.33)	(94.01)	-	-	(0.35)	(94.01)
<b>Joint Ventures:</b>								
<b>Indian</b>								
Ashapura Perfoclay Limited	18.44	17,151.32	8.44	2,421.10	1.42	(30.66)	9.01	2,390.44
APL Valueclay Private Limited	0.61	566.99	0.55	158.50	0.03	(0.64)	0.59	157.86
<b>Foreign</b>								
Ashapura Dhofar Resources LLC	0.40	375.94	6.55	1,879.27	-	-	7.08	1,879.27
<b>Associates:</b>								
<b>Indian</b>								
Ashapura Arcadia Logistic Private Limited	-	-	-	-	-	-	-	-
Shantilal Multiport Private Limited	0.04	40.17	(0.05)	(14.79)	-	-	(0.06)	(14.79)
Orient Ceratech Limited	14.73	13,696.77	1.94	556.26	0.89	(19.29)	2.02	536.97
Orient Advanced Materials Private Limited	0.29	270.60	0.22	62.87	0.07	(1.40)	0.23	61.47
<b>Foreign</b>								
Orient Advanced Materials FZE	-	(3.70)	(0.01)	(2.15)	-	-	(0.01)	(2.15)
<b>Non-controlling Interest</b>								
Ashapura Claytech Limited	(0.01)	(0.95)	0.00	1.05	-	-	-	1.05
FAKO Resources SARL	(0.01)	(12.66)	0.06	17.28	-	-	0.07	17.28
Societe Guineenne des Mines defer	(0.96)	(890.77)	0.75	216.45	-	-	0.82	216.45
Ashapura Minex Resources SAU	(0.38)	(355.03)	1.02	291.65	-	-	1.10	291.65
Ashapura Global Infratech SARLU	(0.02)	(17.99)	0.01	4.00	-	-	0.02	4.00
Foreign currency traslation reserve/Others	-	-	-	-	87.94	(1,904.31)	(7.18)	(1,904.31)
Total eliminations	(17.58)	(16,349.90)	4.48	1,284.58	-	-	4.84	1,284.58
<b>Total...</b>	<b>100.00</b>	<b>93,004.74</b>	<b>100.00</b>	<b>28,700.33</b>	<b>100.00</b>	<b>(2,165.47)</b>	<b>100.00</b>	<b>26,534.86</b>

\* w.e.f. 1st January, 2024

## 42. Additional Regulatory Information

Additional Regulatory Information pursuant to clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013 in respect of the Parent Company and subsidiaries, joint ventures and associates incorporated in India, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the financial Statement.

- a. The title in respect of all immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Group as at the balance sheet date.
- b. The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- c. The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- d. The Group have not been declared as a willful defaulter by any lender who has powers to declare a the group as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- e. The Group is operating under SAP environment which is fully integrated financial accounting and reporting system. The management confirms that the accounting software used by the Group for maintaining books of account has a feature of recording audit trail (edit log) facility which has been operated throughout the year for all transactions recorded in the software and the audit trail feature is not being tampered with.
- f. The Group do not have any transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 ( such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- g. The Group have compiled with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- h. The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities(intermediaries), with the understanding that the intermediary shall;
  - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries), or
  - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- i. The Group have not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall;
  - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or
  - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- j. The Group have used the borrowings from financial institutions and others for the specific purpose for which it was obtained.
- k. Quarterly returns or statements of current assets filed by the Group with banks or financial institutions are generally in agreement with the books of accounts, to the extent applicable.
- l. The Group do not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period, to the extent applicable.
- m. The Parent Company as well as subsidiaries in India are operating under SAP environment which is fully integrated financial accounting and reporting system. The management of the respective companies confirm that the accounting software used by these companies for maintaining books of account has a feature of recording audit trail (edit log) facility which has been operated throughout the year for all transactions recorded in the software and the audit trail feature is not being tampered with.

The Group does not have any transactions and outstanding balances with struck-off companies except mentioned below:

( Indian ₹ in lacs)

No.	Particulars	Outstanding balances		Dr. / Cr.
		As on 31st March 2024	As on 31st March 2023	
	<b>Trade receivables :</b>			
1	Tirupati Paints Private Limited	4.93	4.93	Dr.
2	Sanjay Insecticides Private Limited	6.49	6.49	Dr.
	<b>Trade payables</b>			
3	Shivani Transport Private Limited	0.03	0.03	Cr.
4	Sarvesh Refractory Private Limited	6.67	6.67	Cr.
	<b>Trade advances to suppliers</b>			
5	Yudra Impex Private Limited	1.96	1.96	Dr.
6	D.S.Projects Private Limited	5.09	5.09	Dr.
7	Sonal Electricals Private Limited	0.01	0.01	Dr.
8	Yash Shipping Services Private Limited	0.56	0.56	Dr.



43. Pursuant to the approval of the members, the Parent Company has, on 14th February, 2023 issued 40,40,000 equity share warrants on preferential basis to the promoters @ ₹ 95.96 per warrant. Each warrant will be converted into one equity share of the Parent Company within a period of eighteen months from the date of the issue.
44. 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. Certain immovable and movable assets of the Parent Company at Kutch, Gujarat as well as Thiruvananthapuram, Kerala, are under charge by way of mortgage/hypothecation with Bank of India pending settlement of one claim.
46. Figures pertaining to the subsidiary companies have been reclassified whenever necessary to bring them in line with the Parent Company's financial statements.
47. All the amounts have been stated in Indian ₹ in lacs, unless otherwise stated.
48. Previous year's figures has regrouped and rearranged, wherever necessary.

Signatures to Notes No. 1 to 48

As per our report of even date

**For and on behalf of the Board of Directors**

**For P A R K & COMPANY**  
**Chartered Accountants**

Sd/-  
**CHETAN SHAH**  
Executive Chairman  
DIN : 00018960

Sd/-  
**HEMUL SHAH**  
Executive Director & Chief Executive officer  
DIN : 00058558

Sd/-  
**PRASHANT VORA**  
**Partner**

Sd/-  
**ASHISH DESAI**  
Group Chief Financial Officer

Sd/-  
**SACHIN POLKE**  
Company Secretary & President (Corporate Affairs)

Mumbai  
May 29, 2024

Mumbai  
May 29, 2024



**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	31,538.61
2	Ashapura Claytech Ltd.	27.11.1998	Uniform	INR	357.99	(526.99)
3	Bombay Minerals Ltd.	25.09.2001	Uniform	INR	21.81	10,947.02
4	Prashansha Ceramics Ltd.	12.08.2002	Uniform	INR	145.00	(243.67)
5	Peninsula Property Developers Pvt. Ltd.	16.12.1998	Uniform	INR	1.00	6.51
6	Sharda Consultancy Pvt. Ltd.	16.12.1998	Uniform	INR	1.00	(75.70)
7	Ashapura Consultancy Services Pvt. Ltd.	16.12.1998	Uniform	INR	1.00	(148.51)
8	Ashapura Aluminium Ltd.	14.08.2007	Uniform	INR	5.00	16.79
9	Ashapura Resources Pvt. Ltd.	30.11.2017	Uniform	INR	1.00	(1.46)
10	Ashapura Minechem (UAE) FZE	18.07.2004	Uniform	USD	2,316.59	(3,219.59)
11	Ashapura Holdings (UAE) FZE	02.05.2007	Uniform	USD	681.50	28,083.24
12	Ashapura Guinea Resources SARL	06.12.2019	Uniform	USD	6.13	(11,590.86)
13	PT Ashapura Bantoclay Fareast	22.05.2017	Uniform	USD	149.32	(437.38)
14	Ashapura Holding Fareast Pte Ltd	22.07.2020	Uniform	USD	208.43	1,270.33
15	Ashapura Midgulf NV	04.05.2021	Uniform	EURO	27,066.00	(569.96)
16	Ashapura Fareast SDN BHD	18.10.2021	31.12.2022	RM	1,608.77	65.10
17	Aeon Procure Pvt. Ltd.	01.01.2024	Uniform	INR	503.50	(116.26)

USD 1 = Rs. 83.37 (As on 31/03/2024) (rounded off to the nearest Rupee) Items belong to balance sheet

USD 1 = Rs. 82.78 (As on 31/03/2024) (rounded off to the nearest Rupee) Items belong to Profit & Loss

RM 1 =Rs. 17.64 (As on 31/03/2024) (rounded off to the nearest Rupee) Items belong to balance sheet

RM 1 =Rs. 18.10 (As on 31/03/2024) (rounded off to the nearest Rupee) Items belong to Profit & Loss

EURO 1 = Rs. 90.22 (As on 31/03/2024) (rounded off to the nearest Rupee) Items belong to balance sheet

EURO 1 = Rs. 89.78 (As on 31/03/2024) (rounded off to the nearest Rupee) Items belong to Profit & Loss

**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	Bombay Minerals Ltd.	Orient Abrasives Limited	Eq. Shares
3	Ashapura Minechem (UAE) FZE	Ashapura Holdings (UAE) FZE	Shares
4	Ashapura Holdings (UAE) FZE	Ashapura Guinea Resources SARL	Shares
5	Ashapura Holdings (UAE) FZE	PT Ashapura Bantoclay Fareast	Shares
6	Ashapura Holdings (UAE) FZE	Ashapura Holding Fareast Pte Ltd.	Shares
7	Ashapura Holdings (UAE) FZE	Ashapura Dhofar Resources LLC	Shares
8	Ashapura Holdings (UAE) FZE	Ashapura Fareast SDN BHD	Shares
9	Ashapura Fareast SDN BHD	Ashapura Midgulf NV	Shares
10	Ashapura International Ltd.	Aeon Procure Pvt. Ltd.	Eq. Shares

# Ashapura Minechem Limited

read with rule 5 of Companies (Accounts) Rules, 2014)  
OF THE SUBSIDIARY COMPANIES FOR THE YEAR ENDED 31st MARCH, 2024

(₹ in Lacs)

Total Assets	Total Liabilities	Investments	Turnover (includes Other Income)	Profit before taxation	Provision for tax	Profit after taxation	Proposed Dividend	% of Share-holding
57,988.33	26,149.72	1,201.04	62,539.30	9,425.20	2,455.01	6,970.19	-	100.00
227.34	396.33	-	36.92	(92.03)	95.33	(187.35)	-	99.44
28,671.79	17,702.96	10,801.46	7,244.60	417.86	137.27	280.59	5.45	100.00
122.46	221.13	-	4.48	(24.59)	-	(24.59)	-	100.00
19.03	11.52	-	7.78	2.48	0.87	1.60	-	100.00
40.95	115.64	-	23.04	2.69	1.28	1.41	-	100.00
84.57	232.08	-	50.87	4.16	3.28	0.86	-	100.00
21.79	-	-	-	(0.39)	(0.01)	(0.40)	-	100.00
1.36	1.82	-	-	(0.52)	-	(0.52)	-	100.00
1,877.28	2,780.27	681.50	-	(589.24)	-	(589.24)	-	100.00
1,32,817.92	1,04,053.18	2,545.23	1,81,433.61	8,551.56	-	8,551.56	-	100.00
77,155.08	88,739.82	37.84	4,522.79	(6,029.78)	72.05	(6,101.83)	-	100.00
82.36	370.42	-	14.94	(50.08)	-	(50.08)	-	100.00
1,784.08	305.32	-	-	(44.29)	-	(44.29)	-	100.00
14,925.58	11,649.02	-	23,643.52	2,595.97	289.00	2,306.97	-	100.00
1,966.30	292.43	-	732.53	(94.01)	-	(94.01)	-	100.00
1,016.94	629.70	-	420.55	17.46	4.91	12.56	-	100.00

Face Value	No. of Shares	Amount (Rs. In Lakhs)
Rs. 10/-	7,50,000	75.00
Rs. 1/-	3,79,99,953	10,726.46
AED 1000	3000	671.77
GNF 100000	700	6.04
USD 1	2,50,000	147.18
USD 1	2,50,000	205.45
OMR 1	1,05,000	224.39
RM 1.43	68,00,000	1925.88
Euro 1	30,00,000	2,182.23
Rs. 10/-	50,35,000	1200.00



**Part "B": Associates and Joint Ventures**  
**STATEMENT PURSUANT TO SECTION 129(3) OF THE COMPANIES ACT, 2013 RELATED TO ASSOCIATE COMPANIES AND JOINT VENTURES**

(₹ in Lacs)

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	Networth attributable to shareholder- ing as per latest audited Balance Sheet	Profit/(Loss) for the year	
				No. of Shares	Amount of Investment in Associate/ Joint Venture	Extent of Holding %				Considered in Consolidation	Not considered in Consolidation
1	Ashapura Perfoclay Ltd.	31.03.2024	06.05.1998	89,66,590	896.66	50.00	By Board & Equity Holding	-	17,260.95	2,421.06	-
2	Orient Ceratech Ltd.#	31.03.2024	15.06.2017	3,79,99,953	10,726.46	31.76	By Equity Holding/ Voting Power	-	8,650.28	556.27	-
3	Ashapura Arcadia Pvt. Ltd.	31.03.2024	28.09.2007	55,000	5.5	50.00	Equity Holding	-	-196.30	0.00	-
4	Eno Ashapura Energy and Mining Ltd-Nigeria	-	-	67,20,000	-	48.00	By Equity Holding/ Voting Power	The Investment in the said Company impaired during Financial Year 2011-12.	0.00	0.00	-
5	APL Valueclay Pvt. Ltd.##	31.03.2024	30.12.2016	10,000	1.00	100.00	By Board & Equity Holding	-	566.99	158.53	-
6	Ashapura Dhofar Resources LLC*	31.03.2024	30.11.2017	1,05,000	197.89	70.00	By Board & Equity Holding	-	375.94	1,879.27	-
7	Shantil Multiport Infrastructure Pvt. Ltd.	31.03.2024	23.08.2021	8,49,975	91.38	50.00	By Board & Equity Holding	-	1,339.07	-14.79	-

NOTES:-

\* THE SHARES HELD THROUGH COMPANY'S STEP DOWN SUBSIDIARY COMPANY VIZ. ASHAPURA HOLDING (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 PERFOCLAY LIMITED.

\$ THE SHARES HELD THROUGH ASSOCIATE COMPANY VIZ. ORIENT CERATECH LIMITED.

Sd/-  
Chetan Shah  
Chairman (Executive)

Sd/-  
Hemul Shah  
Executive Director &  
Chief Executive Officer

Sd/-  
Sachin Polke  
Company Secretary &  
President (Corporate Affairs)

For and on behalf of the Board of Directors

Sd/-  
Ashish Desai  
Group Chief Financial Officer

Place : Mumbai  
Date : 13<sup>th</sup> August, 2024



**ASHAPURA MINECHEM LIMITED**

CIN No. : L14108MH1982PLC026396

Regd. Office: Jeevan Udyog Building, 3<sup>rd</sup> Floor, 278, D.N Road, Fort, Mumbai – 400001

Tel. No.: +91-22 66651700

Website: [www.ashapura.com](http://www.ashapura.com) Investors Relations E-mail ID : [cossec@ashapura.com](mailto:cossec@ashapura.com)**ATTENDANCE SLIP****43<sup>rd</sup> Annual General Meeting – 30<sup>th</sup> September 2024****(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 **43<sup>rd</sup> Annual General Meeting** of the Company to be held on **Monday, 30<sup>th</sup> September, 2024 at 3.00 p. m.** at Walchand Hirachand Hall, 4th Floor, Indian Merchant's Chamber, Mumbai-400020

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, 3<sup>rd</sup> Floor, 278, D.N Road, Fort, Mumbai – 400001

Tel. No.: +91-22 66651700

Website: [www.ashapura.com](http://www.ashapura.com) Investors Relations E-mail ID : [cossec@ashapura.com](mailto:cossec@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)

**43<sup>rd</sup> Annual General Meeting – 30<sup>th</sup> September, 2024**

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: \_\_\_\_\_



-----TEAR HERE -----

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **43<sup>rd</sup> Annual General Meeting of the Company, to be held on Monday, 30<sup>th</sup> September, 2024 at 3.00 p. m. at Walchand Hirachand Hall, 4th Floor, Indian Merchant's Chamber, Mumbai-400020** and at any adjournment thereof, in respect of such resolution as are indicated below:

Resolution No.	Ordinary Business	Optional*	
		For	Against
1.	Adoption of the Audited Financial Statements of the Company (including consolidated financial Statements) for the Financial Year ended 31 <sup>st</sup> March, 2024, together with the Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Shri Hemul Shah (DIN-00058558) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of remuneration of Rs. 1,62,565/- per annum plus GST, to be paid to M/s. Priyank Vyas & Associates, Cost & Management Accountants, Cost Auditors.		

Signed this \_\_\_\_ day of \_\_\_\_\_, 2023

Affix  
Revenue  
Stamp

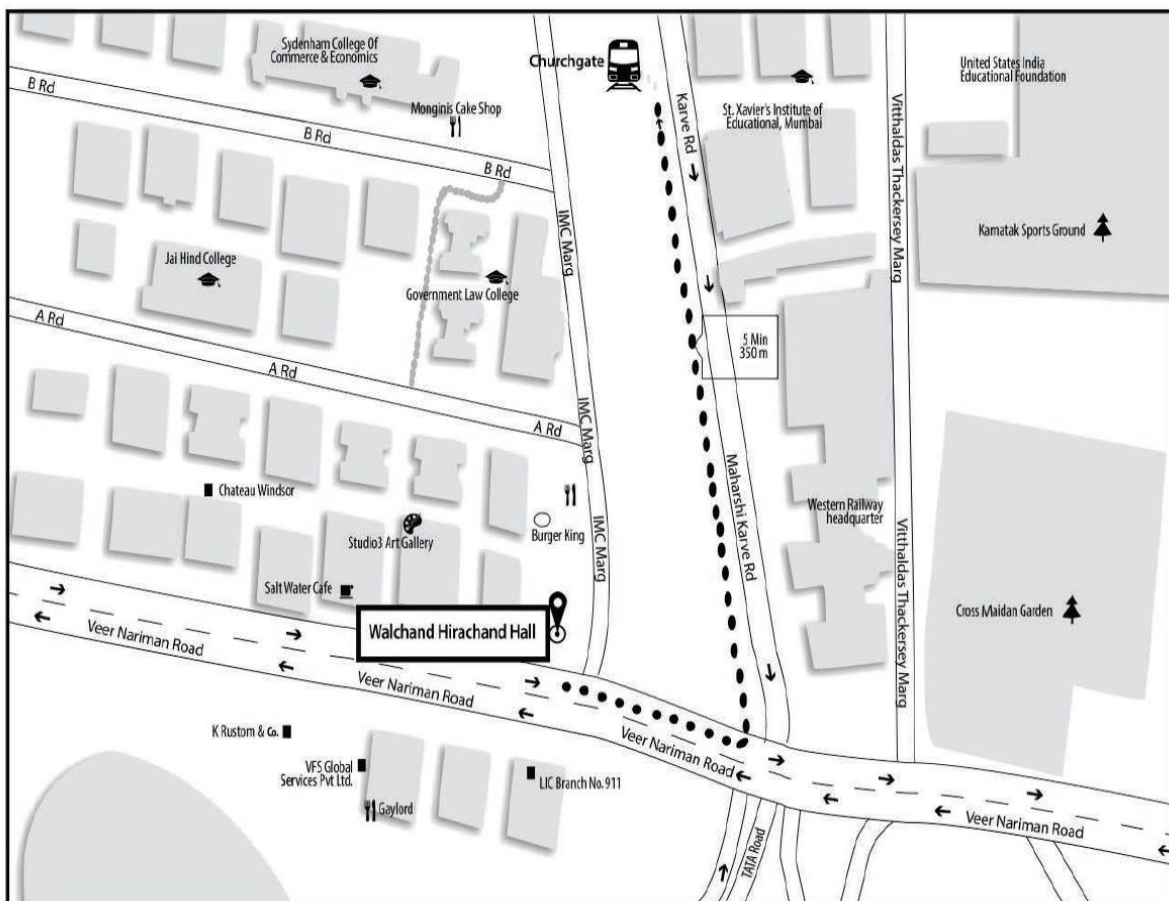
\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy Holder(s)

**Notes:**

- \* 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.**
- 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.**

## MAP TO AGM VENUE



Time from Churchgate Station - 1 min.  
Time from Chatrapati Shivaji Maharaj Terminus - 12 min.  
Landmar : next to Churchgate Station

### AGM VENUE

**Walchand Hirachand Hall**  
4th Floor, Indian Merchants' Chamber (IMC),  
IMC Building, IMC Marg,  
Churchgate, Mumbai - 400 020

## This image shows a blank sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



**ASHAPURA**  
**MINECHEM LIMITED**

278, Jeeven Udyog Building, Dr D. N. Road,  
Fort, Mumbai, India - 400 001  
+91-22-6665 1700  
[www.ashapura.com](http://www.ashapura.com)