



ASHAPURA

Group of Industries

ANNUAL REPORT
2016-17

▪ REGISTERED OFFICE

Jeevan Udyog Bldg., 3rd Floor,
278, D. N. Road, Fort,
Mumbai – 400 001.
Tel No. : +91-22-66221700
Fax No. : +91-22-22079395
Website : 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

▪ PLANT LOCATION

1. Survey no. 254/3 & 255/3,
Village Baraya, Bhuj-Mundra Highway,
Tal. Mundra, Kutch, Gujarat.
2. 236-39 Chitra, GIDC Bhavnagar,
Gujarat.
3. Plot no. 437/1 & 438, Village Paddhar,
Taluka - Bhuj, Dist. Kutch, Gujarat.
4. Survey no. 276/277 & 483, Mamuara,
Taluka - Bhuj, Dist. Kutch, Gujarat.
5. Survey no. 328/2, KINFRA Apparel Park,
Menamkulam, Thiruvananthapuram, Kerala.
6. Plot no. 182, Industrial Area,
Baikampady, Mangalore.

▪ SHAREHOLDERS INFORMATION

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

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

ASHAPURA MINECHEM LIMITED

BOARD OF DIRECTORS

■ Shri Chetan Shah (DIN :- 00018960)	Chairman (Non-Executive)
■ Shri Rajnikant Pajwani (DIN :- 00086007)	Whole-Time Director & Chief Executive Officer
■ Shri Harish Motiwalla (DIN :- 00029835) Chairman – Audit Committee	Non-Executive, Independent Director
■ Shri Ashok Kadakia (DIN :- 00317237)	Non-Executive, Independent Director
■ Shri Abhilash Munsif (DIN :- 02773542)	Non-Executive, Independent Director
■ Shri Pundarik Sanyal (DIN :- 01773295)	Non-Executive, Independent Director
■ Smt. Navita Gaiha (DIN :- 07248115)	Non-Executive, Independent (Woman) Director
■ Shri Sachin Polke	Company Secretary & Vice President
■ M/s. Sanghavi & Company	Auditors
■ Bank of India Other Banks in the Consortium	Bankers



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NOTICE

NOTICE is hereby given that the 36th **Annual General Meeting** of the Members of **ASHAPURA MINECHEM LIMITED** will be held on **Thursday, 21st September, 2017** at **3.00 p.m.** at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400 001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended 31st March, 2017, together with the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Shri Chetan Shah (DIN - 00018960) who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time, M/s. P A R K & Co, Chartered Accountants (Registration No – 116825W), be and is hereby appointed as Statutory Auditors of the Company, in place of M/s. Sanghavi & Co., Chartered Accountants (FRN: 109099W), the retiring auditors, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

4. Appointment of Branch Auditors:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, M/s. Sri Sesha & Ravi, Chartered Accountants (FRN: 013764S), be appointed as Branch Auditors for the Company's Branches at Chennai and Kodur, for carrying out the audit of the books of accounts for the Financial Year 2017-2018 and to hold office until the conclusion of next Annual General Meeting, at such remuneration as may be decided by the Board of Directors in consultation with the said Branch Auditors."

5. Appointment of Cost Auditors:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time and subject to such guidelines and approval as may be required, appointment of M/s. S. K. Rajani & Co., Cost Accountants as Cost Auditors, for conducting audit of the cost accounting records relating to the Company's Products for the Financial Year 2017-2018 at the remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) per annum and reimbursement of actual travel & out of pocket expenses, as approved by the Board of Directors of the Company, be and is hereby ratified."

SPECIAL BUSINESS:

6. Re-appointment of Shri Rajnikant Pajwani as the Whole-Time Director & Chief Executive Officer of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors, the Company hereby accord its approval and consent for the re-appointment of Shri Rajnikant Pajwani (DIN-00086007) as the Whole-Time Director & Chief Executive Officer of the Company, for a further period of 1 year with effect from 1st October, 2017 to 30th September, 2018, on terms and conditions including remuneration, as are set out in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice and which forms part of the Agreement between the Company & Shri Rajnikant Pajwani, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the duly authorised Committee of the Board including the Nomination & Remuneration Committee) to alter and vary the terms and conditions of the said appointment, including the remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013."

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

7. Loans & Investments by the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under (including any statutory modification and re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions, as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which shall include any committee thereof for the time being exercising the power conferred by the Board), to make investments and/or give loans / guarantees and/or provide securities in connection with various financial and operational obligations / commitments / requirements of the Company and/or its subsidiaries / step down subsidiaries / associate companies / group companies for the ongoing or future projects, provided that the aggregate value of such investments to be made and/or securities to be provided and/or loans / guarantees to be given, shall not exceed an amount of ₹ 100 Crore over and above the limits specified in Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loans or guarantee or providing securities within the aforesaid limits inclusive of the power to transfer and/or dispose of the investments so made, considering the business exigencies, if any, from time to time and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to foregoing resolution."

By Order of the Board of Directors

Sd/-

SACHIN POLKE

COMPANY SECRETARY & VICE PRESIDENT

Place: Mumbai

Date: 10th August, 2017



NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send a duly certified copy of the Board Resolution authorising him/them to attend and vote at the meeting.
5. Members are requested to bring their copies of Annual Report and Attendance Slip for attending the Meeting.
6. Brief details of the Director(s), who are seeking appointment/re-appointment, are annexed hereto as per requirements of the Regulation 36(3) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.
7. Members are requested to address all correspondences, including dividend matters, if any, to the Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083.
8. The members are requested to intimate, well in advance, to the Company and to the Depositories, as the case may be, of the changes in their addresses with the postal pin code numbers and also the e-mail ids & particulars of their Bank Account Numbers to minimise the chances of fraudulent encashment of the future dividend warrants/cheques/drafts, if any.
9. Members, holding shares in physical form, may avail of the facility of nomination in terms of Section 72 of the Act and Rules made thereunder, by filing prescribed Form No. SH. 13 (in duplicate) with the Company's Registrar & Share Transfer Agent. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants (DP).
10. The Company's Transfer Books will remain closed from Wednesday, 13th September, 2017 to Thursday, 21st September, 2017 (both days inclusive).
11. Queries on accounts and operations of the Company, if any, may please be sent to the Company at cosec@ashapura.com, at least three days in advance of the Meeting so that the answers may be made available at the Meeting.
12. The Ministry of Corporate Affairs (MCA) has adopted/implemented "Green Initiative in Corporate Governance" allowing paperless compliances by Companies through electronic mode. The Companies are now permitted to send various notices/documents to its shareholders through electronic mode to the registered email addresses of the shareholders.

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

13. The Notice of the Meeting along with the Annual Report 2016-2017 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.

E-Voting Facility:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 36th 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 National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **Monday, 18th September, 2017 at 9.00 a.m.** and ends on **Wednesday, 20th September, 2017 at 5.00 p.m.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Thursday, 14th September, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - (i) Open the attached PDF file "**AML remote e-voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - (ii) Launch internet browser by typing the following URL: **<https://www.evoting.nsdl.com/>**
 - (iii) Click on Shareholder - **Login**
 - (iv) Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
 - (v) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 - (vi) Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.



- (vii) Select “EVEN” of “**Ashapura Minechem Ltd.**”. Members can cast their vote online from **Monday, 18th September, 2017 (9.00 a.m.) till Wednesday, 20th September, 2017 (5.00 p.m.)**.

Note: e-Voting shall not be allowed beyond said time.

- (viii) Now you are ready for “e-Voting” as “Cast Vote” page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
- (x) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail **bhattvirendra1945@yahoo.co.in** with a copy marked to **evoting@nsdl.co.in**.

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
-	-	-

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) of (A) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of **www.evoting.nsdl.com** or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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. **Thursday, 14th September, 2017**.
- X. 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. Thursday, 14th September, 2017, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **cosec@ashapura.com**.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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.
- XIII. 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.
- XIV. 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.

- XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company **www.ashapura.com** and on the website of NSDL **www.evoting.nsdl.com** immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited & the National Stock Exchange of India Limited.

By Order of the Board of Directors

Sd/-
SACHIN POLKE
COMPANY SECRETARY &
VICE PRESIDENT

Mumbai, 10th August, 2017

Registered Office:

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

CIN: L14108MH1982PLC026396