

Asian Granito India Ltd.

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CIN : L17110GJ1995PLC027025



— Beautiful Life —

Date: 06.09.2019

To,
Corporate Relations Department
Bombay Stock Exchange Limited,
2nd floor, P.J. Tower,
Dalal Street,
Mumbai - 400 001

To,
Corporate Relations Department
National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G-Block
Bandra Kurla Complex
Bandra (E),
Mumbai- 400 051

Company Code: 532888

Company Code: ASIANTILES

Dear Sir,

Sub: Submission of Annual Report for F.Y 2018-19 under Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Intimation of voting through electronic means.

Pursuant to the provisions of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report for the Financial Year 2018-19 (Comprising of Notice calling 24th Annual General Meeting, along with Route Map, Audited Financial Statements, Directors' Report, Auditors' Report etc.) of Asian Granito India Limited ("the Company").

We would like to inform that the Company has on 06th September, 2019 completed the process of dispatching of Annual Report 2018-19 to the Shareholders. Further pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is offering e-voting facility to its shareholders in respect of the businesses to be transacted at the 24th Annual General Meeting scheduled to be held on Monday, 30th September, 2019 at 11:00 a.m. The e-voting facility will be available to all the shareholders holding shares as on cut-off date i.e. 23rd September, 2019 during the voting period. The voting period starts from 09:00 a.m. (IST) on 27th September, 2019 and ends at 05:00 p.m. (IST) on 29th September, 2019. The Company is availing e-voting services of Central Depository Services (India) Limited.

Kindly take the above information on record.

Thanking You.

Yours faithfully,

For Asian Granito India Limited

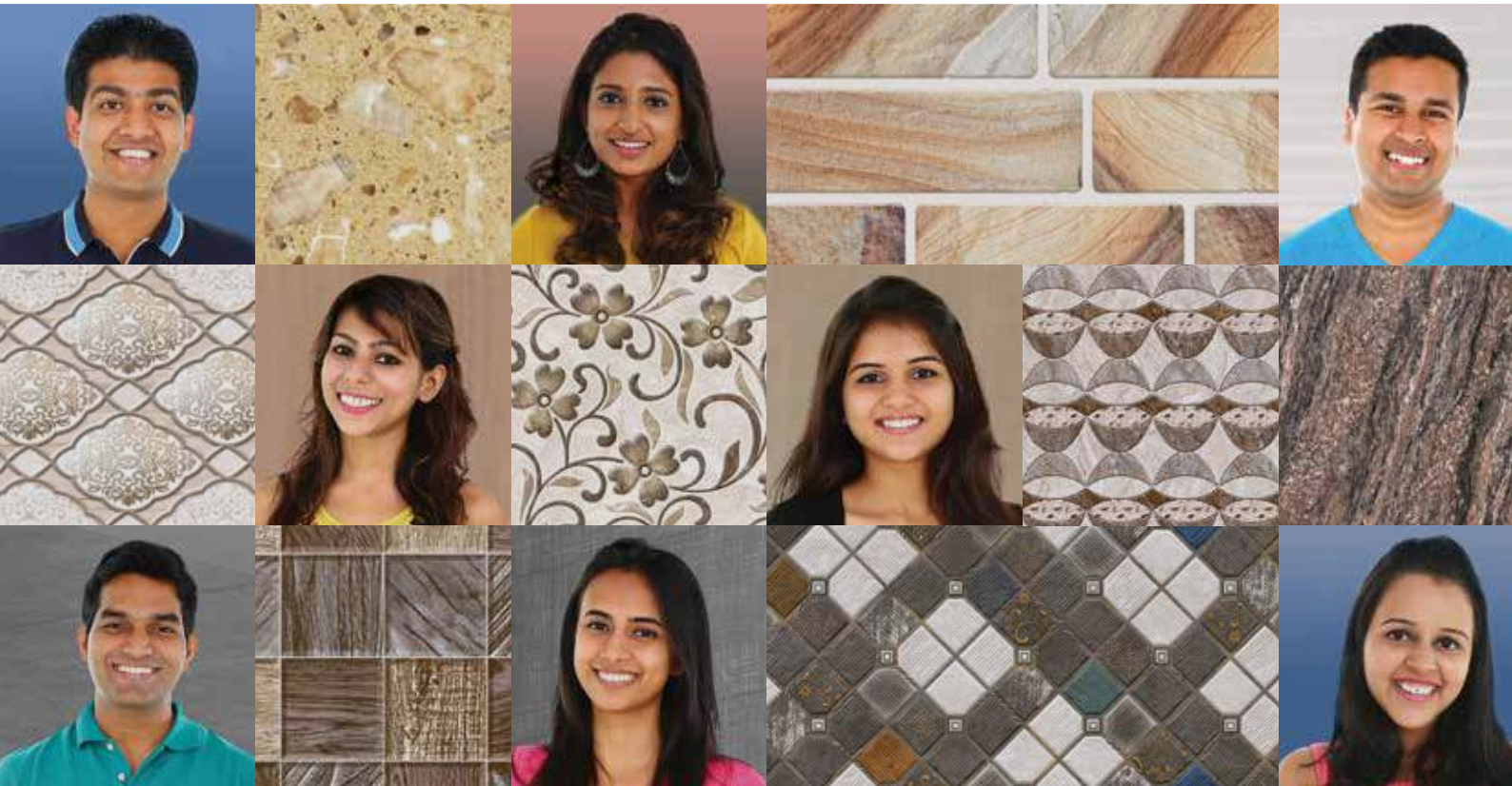
Renuka

Renuka Upadhyay

DY.GM (Legal & Secretarial)



Asian Granito India Ltd.



Touching lives. *from tiles to smiles*

ANNUAL REPORT **2018-19**



What's Inside

1-32

Corporate Overview

About Us	4
Bringing Smiles Through Strength and Scale	6
Journey of Enriching Lives	10
Bringing Smiles Worldwide	12
Chairman's Message	14
From the Managing Director's Desk	16
Touching Lives with Strong Focus on B2C	18
Touching Lives by Going Beyond Tiles	20
Business Review: Tiles	22
Business Review: Marble & Quartz	24
Financial Highlights	26
Our Esteemed Clientele	28
Awards & Accolades	29
Board of Directors	30
Corporate Social Responsibility	32

33-93

Statutory Reports

Management Discussion and Analysis	33
Directors' Report	41
Report on Corporate Governance	71
CEO & CFO Certificate	91
Certificate on Compliance	92

94-207

Financial Statements

Standalone Financial Statements	94
Consolidated Financial Statements	151
Notice	208

Forward-looking statements/Cautionary statement

In this annual report, we have disclosed forward-looking information to enable investors comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically produce/publish, may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements would be fully realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. If known or unknown risks or uncertainties materialise, or if underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

The Power of Asian Granito

10

Manufacturing facilities
across Gujarat

58+

Countries where products
are exported

40x

Growth in production
capacity since inception

6,500+

Number of touch points
(dealers and sub-dealers)

289+

Exclusive showrooms
across India

13

Company-owned display
centres across India

18,000+ sq. ft.

The biggest display centre
in Ahmedabad

At Asian Granito, we believe that outstanding lifestyle experiences should be enjoyed by everyone.

Guided by this vision, we have been on an endless quest to enhance the lives of people and the world around us. By creating delightful wall and floor solutions that meet the evolving needs and aspirations of our customers, partners and communities. By investing in scaling and expanding our presence to reach more customers and meet the growing demand. By undertaking initiatives to enrich their experience.

Today, we are proud that our products and solutions touch the lives and bring smiles to millions of people each day.

Powered by our vigour and competencies, we are now moving forward to scale new echelons of success by diversifying and reinvigorating our business as we aim to create beautiful habitats with sustainable and pleasant living.

We are making strong inroads into the B2C segment by leveraging our strong brand connect and enormous network to reach out to more customers, maintain a direct touch with them and delight them.

We are foraying into sanitaryware business by offering 'Complete Bathrooms Solutions' to enter deeper into the lives of customers.

All this towards one goal -

Touching Lives
from tiles to smiles





About Us

Asian Granito is one of the largest manufacturers of Ceramic tiles, Vitrified tiles, Outdoor tiles, Engineered Marble and Quartz stone in India. Headquartered in Ahmedabad, Gujarat, India, we have emerged as one of the most trusted, reliable and innovative ceramic companies in India in a short span of nearly two decades.

Established in 2000, we have since then grown stronger, supported by professional and highly qualified team having technical expertise, quality consciousness, manufacturing excellence and unparalleled strong distribution network.

Our expertise in technology, research, design and quality has been our differentiating factor among the competitors. It is this expertise that underpins our operations and consistent growth.



OUR VISION

Core Purpose

To become a Global leader in providing innovative lifestyle solutions to make lives more beautiful and to create stakeholder success.



OUR MISSION

To become a leading tile manufacturing conglomerate aspiring to rapidly grow our turnover and profitability.



OUR BELIEF

A touch of quality in relations.



OUR CORE VALUES

- **Integrity**
We are fair and ethical while taking every decision.
- **Discipline**
We create and adhere to a strict code of conduct.
- **Transparency**
We share every learning and failure with the world and be open for feedback.
- **Innovation**
Being innovative is the belief and priority of AGL. It defines us and contributes greatly in our purpose of making lives more beautiful.

- **Teamwork**
We are committed to create an environment of teamwork. Every member of AGL team is valued and respected for their contribution.
- **Quality and Customer focus**
AGL strives to provide highest quality of products with an objective to add value to the success of our customers.
- **Continuous improvement**
We consistently strive to improve our products, services, internal practices, skills and overall culture of the organisation through incremental and breakthrough progress.



KEY CERTIFICATIONS



Bringing Smiles Through Strength and Scale

Bringing smiles is all about putting the consumers first to meet their aspirations for stylish and aesthetic products. At Asian Granito, this is the inspiration behind every design of ours as we strive to make peoples' lives more beautiful with innovative lifestyle solutions.

We stand apart in the marketplace with our experience, deep consumer insights, brand reach, supreme quality and world-class technology. These levers of business excellence position AGL attractively to cater to the preferences of the discerning customers.

EXPERIENCED MANAGEMENT

Our Company is led by eminent and dynamic management team and promoters having deep knowledge of tiles industry. Their vast knowledge and expertise enable us to stay ahead by proactively responding to customer needs.

EXTENSIVE PORTFOLIO

Our product portfolio encompasses an exclusive range of wall and floor solutions across different categories.

V1 DIGITAL CERAMIC COLLECTION 2019



300x600mm



300x600 | 300x450 | 248x375 | 300x300mm



600x1200mm

V2 POLISHED VITRIFIED COLLECTION 2019



800x800mm



800x1600 | 1200x1200 | 800x800 | 600x600mm



600x1200 | 600x600mm

V3 GLAZED VITRIFIED COLLECTION 2019



2400x1200 | 1800x900 | 1200x1800 | 1200x1200 | 800x1600mm



600x1200 | 196x1200 | 600x600 | 800x800mm



600x1200mm



1200x600 | 800x800 | 600x600mm



Floor - 800x800 | 600x1200 | 600x600 | 196x1200 | 200x1200 | 300x600mm

V4 UNIVERSAL HEAVY DUTY VITRIFIED COLLECTION 2019



450x450mm | 300x300mm



300x1200mm | 200x1200mm



300x300mm



300x300mm



300x300mm



600x600mm



600x600mm



200x1000mm



600x600mm | 397x397mm | 300x300mm | 146x600mm



OUR OFFERINGS



Ceramic Wall & Floor Tiles



Polished & Double Charge Vitrified Tiles



Glazed Vitrified Tiles



Engineered Marble



Outdoor Vitrified Tiles



Quartz



Sanitary ware

We offer a wide variety of designs, colours, sizes, polishes and finishes born out of our team's ingenuity and design ability through a perfect mix of creativity and technology.

NEW LAUNCHES:

- Special Effect Tiles Range
- Outdoor Tiles Grandura +
- Marblex Tiles Range



Our design team continuously works towards rejuvenating the portfolio with unique and appealing products to address the evolving aspirations of our customers.



TECHNOLOGY COMPETENCE

We have strategically invested in an integrated cutting-edge technology into design making to create our differentiation. Pioneering the use of digital printing and nine-colour printing technology in partnership with SACMI, Italy, we have built an exciting and enriching portfolio of digital tiles. Today, we vaunt of having one of the highest numbers of digital machines in the industry.



ASIAN GRANITO TRENDSETTER WITH MANY INDUSTRY 'FIRSTS'

- **First to introduce** 450x450 Outdoor Tile with 12 mm thickness
- **First to introduce** 30 mm thickness Multi Colour Quartz
- **First to establish** Online Vitrified Technology
- **First in India** to have Digital Nine-colour Printing Technology
- **First to pioneer** Best Water Jet Technology
- **First to introduce** large format Wall and Vitrified Tiles
- **First to introduce** Grestek XXL large format tiles
- **First to introduce** 16 mm thick heavy-duty vitrified tiles – Grestek Hardstone
- **First to introduce** Slimgres tiles
- **First to introduce** world's whitest double charge vitrified tiles - Carrara White

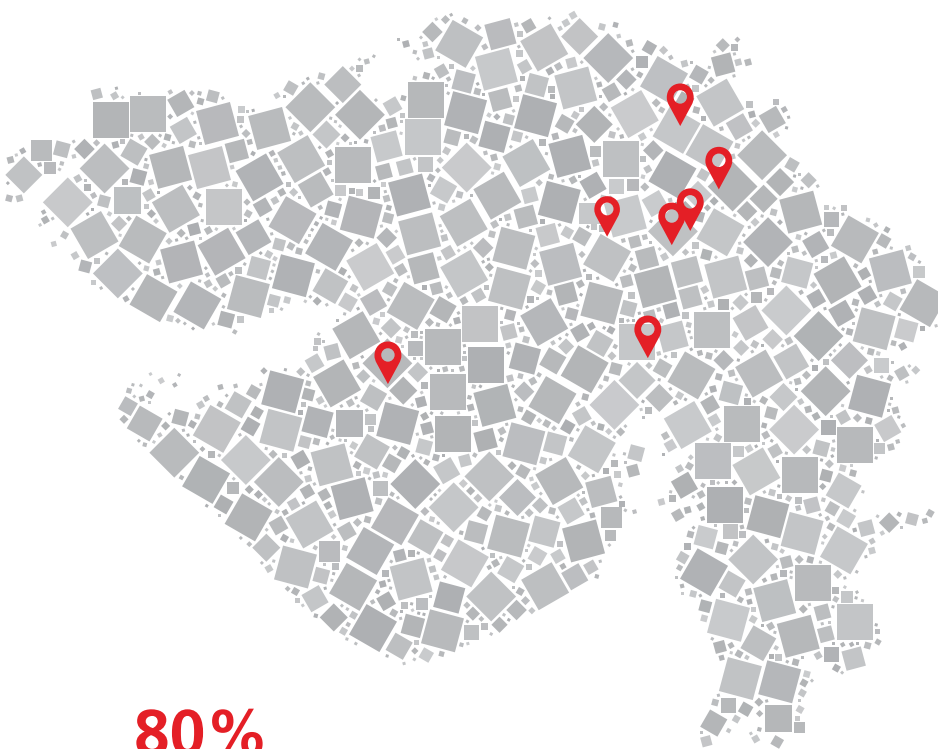


MANUFACTURING EXCELLENCE

Continuous investments in our manufacturing prowess have provided us a competitive advantage. We have 10 ultra-modern manufacturing plants across Gujarat with an aggregate production capacity of over 1,00,000 square metre (sq. mtr.) per day including an outsourcing capability of 18,000 sq. mtr. per day. Majority of our manufacturing plants are energy

efficient and run on natural gas instead of coal, the use of which has been banned in the ceramic industry by National Green Tribunal (NGT) in Gujarat to combat rising pollution. Our manufacturing units comply with ISO 9001 and ISO 14001 standards under scoring our unwavering commitment to quality and environment.

We have emerged as the largest producer of quartz in India having recently set up a quartz stone facility at Aamodra, Gujarat in collaboration with Camrola Quartz. Further, we are credited for establishing the first multi-colour quartz line in India.



80%

Consolidated
Capacity Utilisation



MANUFACTURING LOCATIONS

Dalpur:
Ceramic Wall, Glaze Vitrified Tiles, Composite Marble, Quartz

Dholka:
Ceramic Wall

Mehasana:
Vitrified Tiles

Idar:
Ceramic Floor

Morbi:
Vitrified Tiles, Double Charge

Dalpur Amazonee:
Parking Tiles

Himmatnagar:
Quartz



EXTENSIVE NETWORK

Our well-entrenched distribution network comprising 6,500+ touchpoints, including 289+ Exclusive Showrooms (Franchise-Owned Franchise-Operated (FOFO) outlets) and 13+ Company-Owned Company-Operated (COCO) Display Centres across India enables us to fulfil the growing demand pan-India. We continue to focus on growing Franchise-Owned Franchise-Operated (FOFO) outlets, in line with our focus on widening our footprint and strengthening retail presence in an asset-light manner.

Journey of Enriching Lives

2016

Amalgamation of Artisque Ceramics Pvt Ltd with Asian Granito India Ltd. (AGL)
Launched Grestek-Marvel Colour Body tiles.
Introduced 1000mmX1000mm Double Charge Tiles known as Jumbo
Imperio Double charge launched in size 800mmX800mm

2017

Expanded product portfolio in Marble
Introduced new Multi-colour Quartz range

2014

Launched double-charged polished vitrified tiles in the large format (800x800 square mm)
Introduced Carrara White in the large unglazed format
Introduced eight-colour digital printing; Increased the number of manufacturing units to eight
Increased production capacity to 1 lakh square metres per day Implemented state-of-the-art technology at the Idar plant; increased capacity to 8,000 square metres per day
Launched the Grestek XXL tiles range

2015

Launched 16 mm Grestek and Hardstone heavy-duty vitrified tiles
Introduced digital-vitrified Grandura+ parking tiles

2009

Commenced production of a range of AGL marble slabs (10x4 square feet)

2010

Increased wall tile production capacity by 20,000 square metres per day. Established new digital printing/technology for ceramic wall tiles. Launched Bonzer7 brand

2011

Commenced quartz slab production (10x4 square feet). Launched digital glazed vitrified tiles. Introduced four-colour digital printing technology. Increased AGL Tiles World showrooms to 20; established 18 depots pan-India

2008

Launched an exclusive collection of wall tiles; introduced India's largest size (300x900mm) with a production capacity of 10,000 square metres per day.
Launched an exquisite collection of wall tiles (300x900 mm) with a production capacity of 10,000 square metres per day

2007

Made an IPO; mobilised ₹ 67.90 Crores
Launched AGL Tiles World (exclusive display centres) in 14 cities

2000

Incorporation and commencement of operations

2002

Commenced production of 16"x16" ceramic floor tiles with 2,500 square metres per day capacity

2018

Launched 'RAINBOW GLITZ' and 'ECO BLANCO' range. Launch of MarbleX 1200x1200 mm and 1200x2400 mm
Opened 18,000 sq. ft. showroom in Ahmedabad

2019

Launched Special effect Wall Tiles – GVT MarbleX 900x1800, TAC Tile, Step & Riser and Hardstone 600x1200
Camrola started production of the Quartz

2013

Introduced hi-tech 600"x 600" Tuff Guard digital Porcellanto value-added tile basket. Introduced digital glazed vitrified tiles in the Tuff Guard range (800"x800" and 605"x605" variants). Expanded AGL Tiles World outlets to 50

2012

Commenced six-colour digital tile printing

2006

Expanded Himmatnagar plant capacity to 18,000 square metres per day.
Established a 8.25 MW wind mill power project at Vanku in Kutch District

2005

Expanded production at Himmatnagar plant to 6,000 square metres per day; introduced a new 36"x36" vitrified tile

2003

Production capacity of ceramic floor tiles enhanced to 6,000 square metres per day

2004

Established exclusive Asian Granito India Limited (AGL) production facility at Himmatnagar with a manufacturing capacity of 4,000 square metres of 24"x24" and 20"x20" vitrified tiles per day

1 Corporate Overview

2 Statutory Reports

3 Financial Statements

Bringing Smiles Worldwide

Our extensive product range, rich domain expertise and focus on quality have enabled us to emerge as one of India's largest groups, with a global footprint across more than 58 countries.



* Map not to scale. For illustrative purposes only.

- | | | | | | |
|------------|-------------|--------------|-----------|-----------|------------|
| ■ USA | ■ Argentina | ■ Ukraine | ■ France | ■ Libya | ■ Tanzania |
| ■ Canada | ■ Russia | ■ Germany | ■ Italy | ■ Nigeria | ■ Brazil |
| ■ Colombia | ■ Iraq | ■ Belgium | ■ Spain | ■ Liberia | ■ Paraguay |
| ■ Peru | ■ Turkey | ■ Azerbaijan | ■ Algeria | ■ Ghana | ■ Uruguay |
| ■ Chile | ■ Poland | ■ UK | ■ Jordan | ■ Uganda | ■ Zambia |



- | | | | | | |
|----------------|----------------|--------------|---------------|---------------|--------------------------|
| ■ Syria | ■ UAE | ■ Mauritius | ■ Taiwan | ■ Australia | ■ Mayotte |
| ■ Saudi Arabia | ■ Kuwait | ■ Yemen | ■ Singapore | ■ Fiji | ■ Rawanda |
| ■ Qatar | ■ South Africa | ■ Ethiopia | ■ Malaysia | ■ New Zealand | ■ West Indies (Trinidad) |
| ■ Oman | ■ Maldives | ■ Mozambique | ■ South Korea | ■ Guatemala | |
| ■ Bahrain | ■ Kenya | ■ Sri Lanka | ■ Philippines | ■ Lebanon | |

Chairman's Message



Dear Shareholders,

It gives me immense pleasure to present to you the FY 2018-19 Annual Report of our Company. While every business year has its own highs and lows, the success of a Company in the longer run depends on its ability to innovate to meet the evolving needs of customers and remain competitive. I am happy to state that throughout our history, despite changing market dynamics, we have remained true to this philosophy, evolving into a leading player in the Indian ceramic industry. Today, we are a premier provider of world-class wall and floor solutions, which make way into beautiful homes and spaces and enrich peoples' lives.

Let me now give you a brief update on the performance of our Company for the year under review, before reflecting upon what the future holds in store for us.

FY 2018-19 was a challenging year for the ceramic tiles industry. On one hand, rising gas prices along with significant manpower addition surged the input costs. On the other hand, overcapacity in the segment and hurdles in implementation of E-way bill contributed to pricing pressure. Naturally, our performance, especially the margins were adversely affected by these market developments.

289+

 Exclusive showrooms
 across India

13

Display Centres

6,500+

 Number of touch points
 (dealers and sub-dealers)

On the positive side, despite the lower realisation, our topline grew by 3% to ₹ 1,187 Crores, indicating the demand for our products remains intact. We have also witnessed a healthy growth in the Marble and Quartz business. Our focus on growing B2C segment continues to be on track with its contribution to total revenues during the year increasing to 39%.

Despite these issues, we remain confident about the year ahead on the back of favourable policy reforms and improved demand outlook. The recent National Green Tribunal directive for shutting down the polluting coal-based ceramic units in Gujarat, steady resolution of E-way bill and standardisation of gas procurement will create a level-playing field for the organised players and propel their market share. Ambitious Government schemes like Smart Cities and Housing for All along with downward revision in real estate GST rates and thrust on infrastructure development, among others, are expected to stimulate demand for housing. The country's favourable demographics, rising disposable incomes, emerging nuclear families, enhanced aspirations for new styles and aesthetics will further accelerate premiumisation of products.

To capitalise on the mega opportunities ahead, we have taken a series of initiatives. One of the major decisions was to appoint dedicated heads for each business vertical, compared to CEO overlooking the entire operations earlier, to have sharper focus on strategy execution. We are already beginning to witness its impact with improved performance towards the end of the year and faster decision-making.

We are endeavouring to strengthen our portfolio of value-added products such as GVT tiles, Marble and Quartz to optimise mix and enhance margins. This is backed by our judicious investments towards capacity expansion in value added products and research and development to introduce more innovative and path-breaking designs.

B2C will be an important growth and margin driver for us. We are intensifying our efforts to expand our foothold in the segment to deepen customer engagement. Towards this, we have stepped up our marketing and brand-building investments to augment our brand visibility. Supporting this

will be our continuous investments in bolstering distribution network. During FY 2018-19, we have expanded our network to 6,500+ touch points, including 289+ Exclusive Showrooms, 13 Display Centres, and 1,300+ Dealers across the country, and are focussed on further strengthening it.

In another strategic move, inspired by our vision of offering innovative lifestyle solutions to beautify lives, we have forayed into sanitaryware segment to provide complete bathroom solutions. Currently, we have planned to start with a portfolio of 160 SKUs across wash basins, water closets and urinals in an asset-light manner by sourcing high-quality products domestically and internationally. Our strong tiles distribution network will be a key to gaining market traction. Our intent is to commence manufacturing once desired volume is achieved.

Our Company is the fifth-largest exporter in the Indian ceramic industry. We are now eyeing newer international markets to further expand our export base. The recent imposition of anti-dumping duty on China by the US will catalyse our international growth story.

Overall, I am quite optimistic. All the indications and efforts point to a promising future ahead. We are perfectly positioned to capture the growing opportunities and expand our margins and profitability, while at the same time enhancing lives of millions of people across the world.

In our journey of nearly two decades, we have been ably supported by our dynamic employees, who have been the key drivers of our success. On behalf of the Board, I would like to sincerely thank our shareholders, our customers, our employees and our business partners for their persistent support and confidence in us.

We are excited about the tremendous opportunities ahead and are making rapid strides to meet our future ambitions.

Warm Regards,

Kamlesh Patel
 Chairman and Managing Director

From the Managing Director's Desk



Q How would you review the Company's performance in FY 2018-19?

Our Company posted a 3% growth in revenue to ₹ 1,187 Crores and Profit After Tax (PAT) of ₹ 21 Crores during the year. Profit was impacted due to lower volume sales, increase in input costs and pressure on realisation for tiles division. Rising gas costs, stiff competition from the unorganised sector and loopholes in E-way bill implementation were some of the obstacles we had to counter during the year. However, we are very positive on demand outlook following NGT's ban on operations of polluting coal-based ceramic plants in Gujarat and stable Government policies.

Our Marble & Quartz business fared well and recorded good growth, led by strong market demand. The contribution of this segment rose to 18% during the period under review from 12% in the previous year.

Our concerted efforts on growing the B2C segment have paid rich rewards, with the retail sales rising from 30% in FY 2014-15 to 39% in FY 2018-19.

Q How does the Company look to enhance profitability with its strategy?

Over the years, we have undertaken multiple initiatives to drive long-term growth - expanding B2C segment, increasing value-added product mix and exploring new categories.

We are increasing our focus on retail segment

Government's ambitious and wide-ranging real estate and housing reforms, along with the country's demographic dividend, increasing incomes and ever-evolving aspirations are expected to fuel demand for housing. This presents a huge opportunity for us to strengthen our B2C business and

increase our retail off-take. We strongly believe that our brand is a tremendous asset which will help us enhance realisations and also our margins. We are leveraging our strong brand equity to grow our distribution footprint in order to come closer to customers and fulfil their burgeoning demand. Our intent is to intensify our retail presence and map smaller towns with a healthy population by increasing our exclusive showrooms. Further, we are also constantly evaluating and evolving ways in which we can reach consumers. We are scaling our marketing and branding initiatives and are leveraging iconic engagement platforms to create strong brand awareness among consumers.

We are innovating and evolving our product portfolio

In today's world, consumers are demanding more premium and enriching products to suit their growing aspirations and preferences. Demand for premium and customised wall and floor tiles from residential and commercial real estate is expanding rapidly. On the other hand, demand for Marble and Quartz stone is at an all-time high with increasing awareness about the benefits of superior quality stones among people. Composite Glass Marble has also been witnessing strong demand in the domestic market and attracts good profit margin. In India, especially, the market for quartz stone is growing at a rapid pace. Towards this, we are constantly innovating our portfolio and making it more aspirational to address the evolving needs of consumers. Our quartz production capability has doubled with the recent capacity expansion at Aamroda, Gujarat in collaboration with Camrola Quartz, our JV partner. We are very confident that enhancing proportion of high-end products such as GVT tiles, marble and quartz in our portfolio will boost margins of our Company.

We are exploring new categories for growth

Delighting customers every day with our world-class and innovative lifestyle products has been central to our business. Recognising its immense opportunities, we have forayed into sanitaryware business to offer complete bathroom solutions by leveraging our vast reach and brand equity. Our initial offerings will include 160 SKUs in products across wash basins, water closets and urinals. We have adopted an 'Outsourcing model' for the sanitaryware division, wherein we will procure products from national and international markets. Our aim is to get into manufacturing on attaining a satisfactory volume in the near future. This diversification is in line with our vision to create beautiful surroundings for people around the world. Our belief is that this strategic move will be a huge growth driver and thrust to our business.

Q Tell us something about the Company's future plans.

Our pioneering efforts over a period of nearly two decades have seen our Company emerging as a formidable industry player. We have strategically built a robust domestic presence through our strong dealer and distribution network. During the year, we enhanced our distribution network to 6,500+ touch points, including 289+ Franchise-Owned Franchise-Operated (FOFO) showrooms and 13+ Company-Owned Company-Operated (COCO) Display centres. We have opened an 18,000 sq. ft. Luxury Tile Arcade in Ahmedabad for display of a wide range of tiles, marbles and quartz products. Our objective is to establish 500+ exclusive showrooms and augment our retail sales to 50% by FY 2020-21.

We have a strong global footprint in more than 58 countries across the world. Our target is to expand our international reach to 100 countries and generate a strong export revenue by FY 2020-21. The recent imposition of anti-dumping duty by the US on China will provide us immense opportunities to grow our export base.

We are confident that our foray into sanitaryware segment will translate into rewarding opportunities in the coming years. We plan to launch a 25,000 sq. ft. exclusive showroom to showcase our products and solutions, wherein we will introduce 500+ new and elegant designs. 50 distributors and 450 dealers from around the country will be invited for the launch of the showroom. We have set a target of achieving a healthy revenue of ₹ 18-24 Crores from the sanitaryware business by FY 2019-20.

Q What is the outlook for the Company?

I believe that the future holds good things for us. Strong thrust on Housing for All, real estate and infrastructure creation coupled with reduced GST rates will open multiple opportunities for our business. We have a dynamic portfolio, innovative capabilities, rich talent pool and pan-India network; in short, the right triggers that will embolden us to meet our future aspirations. Our Company is poised for moving to a higher growth trajectory with sustained innovation in product mix, higher share of retail and institutional sales, deeper distribution network and introduction of new business lines. All our efforts are directed towards delivering excellent value to our stakeholders and creating products that make a difference to peoples' lives.

Touching Lives with Strong Focus on B2C

India with its favourable demographics, fast-growing economy and positive real estate outlook provides a compelling retail opportunity. Recognising this, we have undertaken a slew of business initiatives to strengthen our retail presence and tap the burgeoning opportunities. This is in line with our strategy of sharpening focus in the B2C segment and augmenting customer experience by getting closer to them.

1

GROWING POPULATION

India is the second-most populous nation, with nearly 1.35 billion people.

India is one of the youngest nations in the world and has one of the largest working-age populations.

By 2030, the median age of India will be just 31, compared to 40 in the US and 42 in China.

3

RISING INCOMES

India's per-capita income is estimated to have grown by 10% to ₹ 1,26,406 in FY 2018-19.

India will add about 140 million middle-income households by 2030.

Consumer spending is expected to reach USD 6 trillion by 2030.

2

FAVOURABLE DEMOGRAPHICS

India is the fastest urbanising country in the world, with 34% of the population residing in urban areas.

By 2030, 40% of Indians will be urban residents.

India has a large and expanding population of millennials - young, tech-savvy and brand-conscious consumers.

4

GOVERNMENT REFORMS

Implementation of GST augurs well for the organised players.

Government's strong thrust on housing and real estate sector will invigorate the sectoral demand.

Reduction in GST rates for affordable housing will enhance affordability and catalyse demand for housing.

All these factors collectively indicate a growing consumption base and present an attractive opportunity for us to emerge as a strong B2C player. We enjoy a superior brand recall in the B2B space. We intend to leverage this positive perception of our brand to grow our B2C segment. This will also enhance our profitability and boost the offtake of our products.

OUR STRATEGY TO ADDRESS THE SECTORAL TRENDS



Intensify Marketing Activities and Campaigns

We are scaling investments in marketing and brand building activities to foster customer engagement. We rolled out massive campaigns, namely 'Chala De Jadoo', 'Beautiful Life', 'Sapne Hue Apne' on a wide range of platforms through electronic and digital media across India. Additionally, we are leveraging various engagement platforms such as social media, radio, magazine, to enhance our brand awareness and build aspirational values. We have successfully bagged the order of flooring 100 Raymond Ethnix stores with our GVT range of tiles.



Expand Footprint

We are widening our distribution network and retail touch points every year to cater to the soaring customer demand. At the same time, we are making concerted efforts and leveraging our FOFO model to expand reach in smaller towns across India having a population of more than 1 lakh to enhance our proximity to customers.

We have also opened the Company's largest and Ahmedabad's biggest Luxury Tile Arcade spread across 18,000 sq. ft. which displays the sheer range of tiles, marbles and quartz products.

OUR OBJECTIVES:

1. Establish a strong brand connect by building 500+ exclusive showrooms by FY 2021.
2. Increase the proportion of retail revenue from 39% to 50% by FY 2021.



We have successfully bagged the order of flooring

100

Raymond Ethnix stores with our GVT range of tiles



Create aspirational brand experience

We are undertaking concerted initiatives like better product displaying, on-time availability and delivery, and sales team training to strengthen customer management across showrooms. The move will be in line with our focus on strengthening brand equity and doubling the monthly revenue of AGL exclusive showrooms across all formats. We have also opened the Company's largest and Ahmedabad's biggest Luxury Tile Arcade spread across 18,000 sq. ft. which displays the sheer range of tiles, marbles and quartz products.



Strengthen dealer engagement

We intend to adopt unique methods for enhancing engagement with dealers who in turn are key drivers of our B2C business. Focussed on this, during the year, we organised product launch events in Mumbai and Hyderabad which witnessed healthy participation of over 250 dealers and 350+ exclusive designs were launched across all business verticals in these events. It received an impressive response from the dealers and has been facilitating strong order booking.



Touching Lives by Going Beyond Tiles

Over our two-decade long journey, we have consistently strived to beautify the world and touch the lives of millions of consumers globally with our elegant and world-class tiles. Taking this vision forward, we are now focussed on reaching deeper into the lives of consumers by exploring opportunities in the sanitaryware segment to provide complete bathroom solutions. The move will also enable us to diversify and thrust our growth.

OPPORTUNITIES IN THE SANITARYWARE SEGMENT

Government Thrust:

Government's strong focus on infrastructure, construction and housing sectors along with emphasis on water and sanitation programmes will propel demand for sanitaryware and bathroom fittings.

Rising Aspiration:

Over the last decade, rapid urbanisation and increasing disposable incomes have led to rising aspiration levels among Indian consumers leading to growing demand for stylish and branded sanitaryware products. This will augur well for the organised players in the sanitaryware market.

Emergence of Luxury Bathrooms:

The concept of a bathroom has evolved from its primitive utility to becoming a lifestyle solution in recent years. Today, bathrooms are increasingly being equipped with a range of solutions, including bathware range and high-tech shower systems to enhance its appearance and comfort level of people.

OUR STRATEGY TO ADDRESS THE OPPORTUNITY

Offer Complete Bathroom Solutions:

We have forayed into the sanitaryware segment with an intent to provide 'Complete Bathroom Solutions' under one roof. We are currently entering the segment with portfolio of 160 SKUs (stock keeping unit) across wash basins, water closets and urinals. We have plans to venture into wider range of bathware in future to ensure holistic offerings.



OUR COMPLETE SANITARYWARE OFFERING

Wash Basins



Water Closets



Urinals



Wide range of Bathware*

*Planned for future



LEVERAGING EXISTING SUPPLY CHAIN NETWORK

We are banking upon our strong brand connect and extensive existing tiles marketing and distribution network, exclusive AGL Tiles showrooms and company-owned display centres to grow the sanitaryware business. Overtime, we also focus on appointing sole distributors, dealers and sub-dealers.



EXPANDING IN AN ASSET-LIGHT MANNER

Taking a cautious approach, we have adopted 'Outsourcing Model' in the sanitaryware, wherein we will source products from domestic as well as international markets. However, we intend to get into manufacturing once volumes reach a desired level.

OUR OBJECTIVES:

1. Garner a revenue of ₹ 80-100 crores from the sanitaryware business in the next 4-5 years.
2. Enter deeper into the lives of consumers with innovative products for a better and comfortable living.

Business Review: Tiles

OVERVIEW

We are amongst the leading manufacturers of a premium range of tiles across four verticals – Ceramic, Vitrified, GVT and Outdoor tiles. Over the years, we have carved a solid foundation in the segment expanding our product range and ramping up our production capacity by 40x.

PRODUCT RANGE

- **Ceramic Tiles (Wall & Floor)**
Wall Tiles, Polished Porcelain, Tuff Guard Floor.
- **Polished Vitrified Tiles (PVT) & Double Charge (DC)**
Soluble Salt, Twin Charge, Jumbo, Imperio.
- **Glazed Vitrified Tiles (GVT)**
Grestek, Hardstone, Marbles, Splendour Series, XXL Series, Slimgres, Marvel Series.
- **Outdoor Tiles**
Heavy duty Vitrified tiles.

PERFORMANCE SNAPSHOT

₹ 973 crores

Consolidated Revenue

21.01 MSQTS

Production

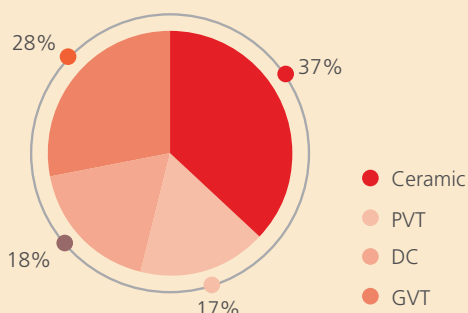
35.76 MSQTS

Sales

82%

Contribution to the total revenue

REVENUE BREAK-UP OF TILES SEGMENT FY 2018-19



OUR STRENGTHS

Experience:

Being in the business for almost two decades now, we have pioneered specialised and innovative design techniques in India and across borders and are well in progression to become a global leader in the industry.

Capacity:

We have a robust production capacity of over 1 lakh sq. mtr. per day across all verticals.

MANUFACTURING CAPACITIES (SQ. METRES PER DAY)

Ceramic Wall	Ceramic Floor	CGVT
20,000	13,500	19,000
PVT	DC	Parking
9,000	12,000	6,000

In addition to this, the production of 18,000 sq. mtr. have been outsourced.

Strategic Acquisitions

Acquisition of Artistique Ceramics along with its group companies Crystal Ceramic and Amazone Ceramic has enabled us to enhance production capacity, sales and reach.

Range

Our wide and ample offerings of tiles suit diverse customer needs and tastes across all segments of economic affordability and utility.

Presence

Our vast footprint across India and in more than 58 countries makes us a formidable international organisation.

Network

We have a well-entrenched and trusted network of over 302 exclusive showrooms (289 in the FOFO category and 13 COCO showrooms), 1,300 plus direct dealers and more than 6,500 touchpoints.



GROWTH DRIVERS

Government Policies

Government schemes like 'Prime Minister Awas Yojana', 'Smart Cities', among others augur well for the housing sector. Additionally, attractive interest rates, favourable real estate sector policies and sustained commercial demand will improve the growth prospects of real estate industry, thereby boosting growth of ceramic industry.

Evolving Preferences

The Indian population is amongst the youngest and fastest growing in the world with escalating income levels and greater awareness. Their aspiration to shift towards premium lifestyle products is expected to change the demand scenario for tiles in the country.

OUTLOOK

- Deeper penetration in the B2C space by directly engaging with the customer base via exclusive showrooms and retail touch points. Apart from the metros, Tier-I and Tier-II cities are on the charts for this.
- Enhance proportion of value-added products such as premium GVT tiles, double charge in our product mix to increase margins and garner higher market share.
- Expand international reach with an ambitious target to set foot in 100 countries and achieve 10-15% revenue from exports by FY 2020-21.



Business Review: Marble & Quartz

OVERVIEW

We are a dominant force in India's total marble and quartz production. Over the years, we have become one of the most trusted brands with widespread acceptability of our products across real estate, infrastructure, hospitality, education and healthcare sectors. Our marble and quartz segments are showing signs of steady growth and its contribution to the overall revenue stands at an all-time high.

India is blessed with the second-largest repository of stones and minerals, with around 15% of the world's reserves. The country has a highly skilled asset of workforce who use the latest technology in quarrying sector for cutting, drilling & handling, which has led to improved production. These factors have led to a thriving manufacturing industry in India.

PRODUCT RANGE

- **Marble**
Multicolor Marble, Marble, Imported Natural Marble, Onyx Marble
- **Quartz**
Multicolor Quartz, EStone

PERFORMANCE SNAPSHOT

₹ **213.6** crores

Consolidated Revenue

0.92 MSQTS

Production

1.14 MSQTS

Sales

18%

Contribution to the Total Revenue

PRODUCTION CAPACITY (SQ. METRES PER DAY)

Category	Plant	Capacity
Marble	Dalpur	2,200
Quartz	Dalpur	1,600
	Camrola Pratij	1,600

OUR STRENGTHS

Durability

Our engineered stones have high surface hardness, durability and scratch-resistant properties. Being sturdier than granite in almost every aspect, our products find wider acceptability.

Cost Advantage

Our manufacturing plants are located in proximity to the quarries in Rajasthan, allowing us to save on logistic expenses and time. Further, with the use of upgraded technologies, we been able to generate optimal waste, leading to refined and energy-efficient processes.

Quality

Our low-porosity, environment-friendly products are mostly bacteria-free and easy to maintain making them perfectly suited for use in homes, educational institutes and hospitals.



GROWTH DRIVERS

Government Policies

- Increasing popularity amongst the more informed and educated urban customers, who opt for better durability and easy to maintain feature of engineered stones.
- In the US market, marble and quartz have been witnessing healthy demand, and is further expected to grow further due to anti-dumping duty imposed on China.

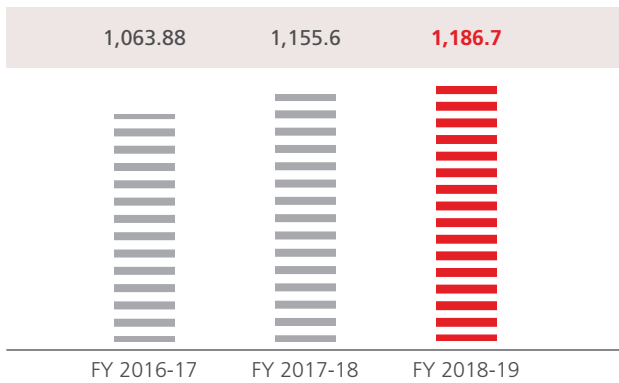
OUTLOOK

- Greater thrust on higher margin products like Quartz and Marble to drive better revenue in future.
- Establish a strong brand connection and expand presence by reaching every nook and corner of the country through a wide network of dealers and retailers.
- Enhance brand visibility in international markets by taking part in prestigious fairs and exhibitions.
- Focus on capturing untapped overseas markets and strengthen global reach to augment export revenue.

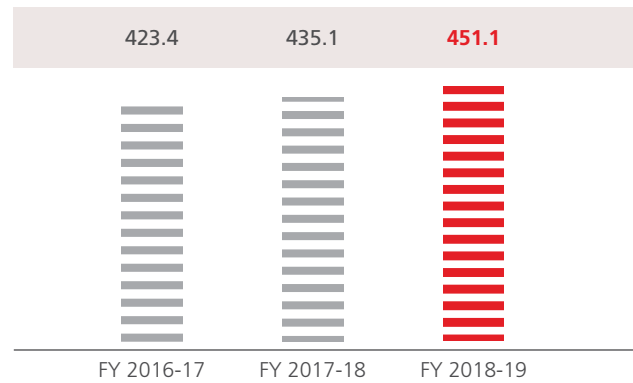


Financial Highlights

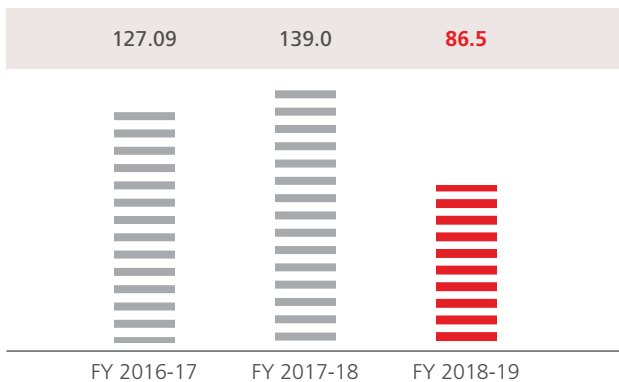
REVENUE (₹ in Crores)



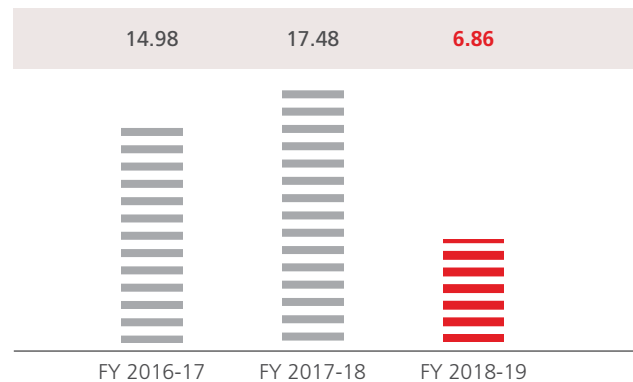
NET WORTH (₹ in Crores)



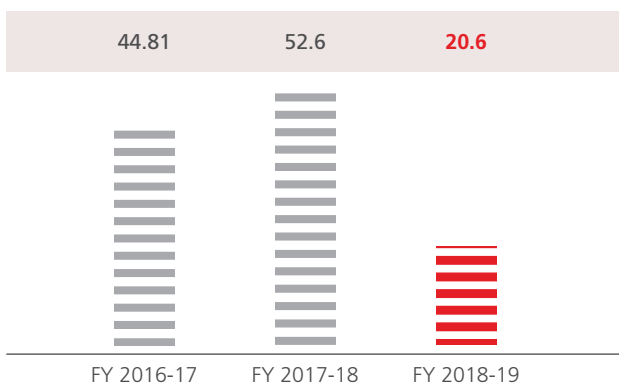
EBITDA (₹ in Crores)



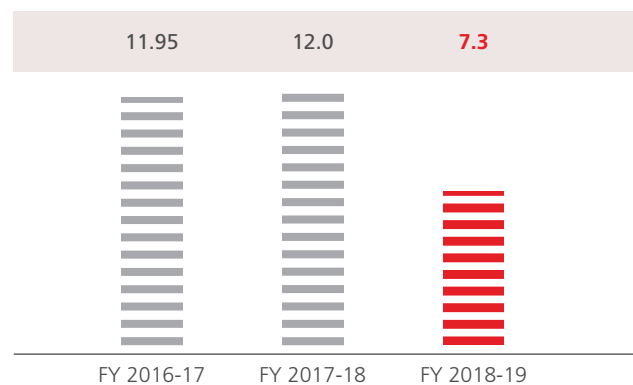
EARNINGS PER SHARE (₹)



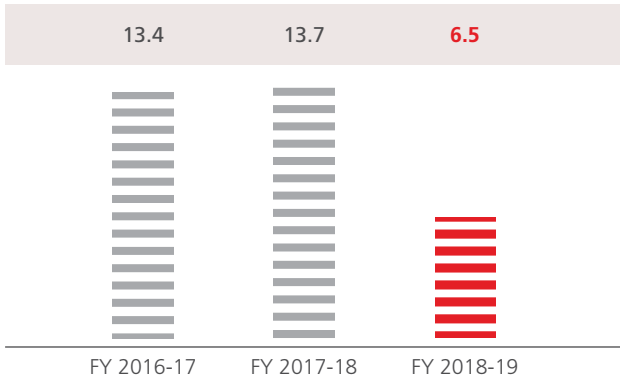
PROFIT AFTER TAX (PAT) (₹ in Crores)



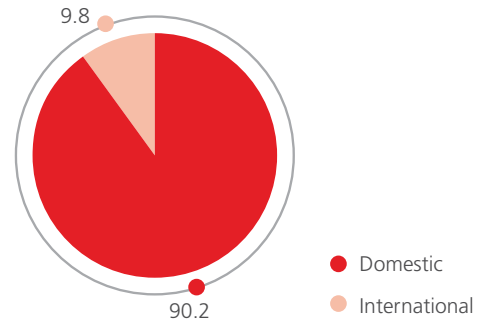
EBITDA MARGIN (%)



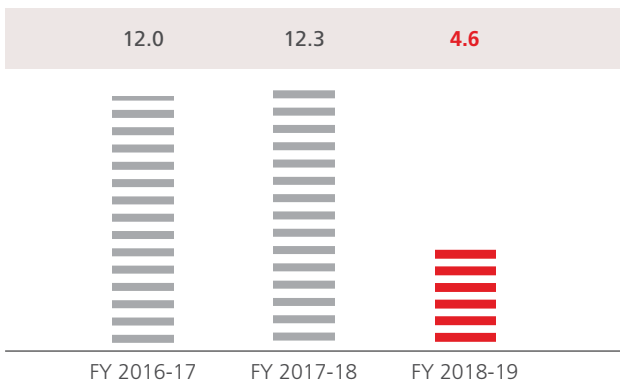
ROCE (%)



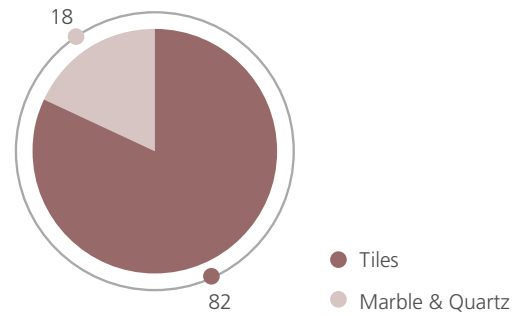
DOMESTIC AND INTERNATIONAL SALES (%)



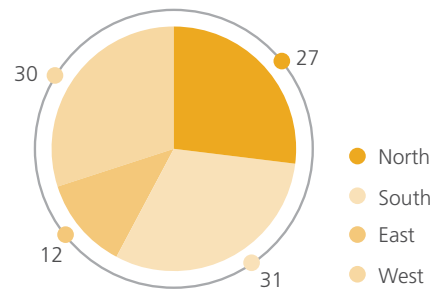
RONW (%)



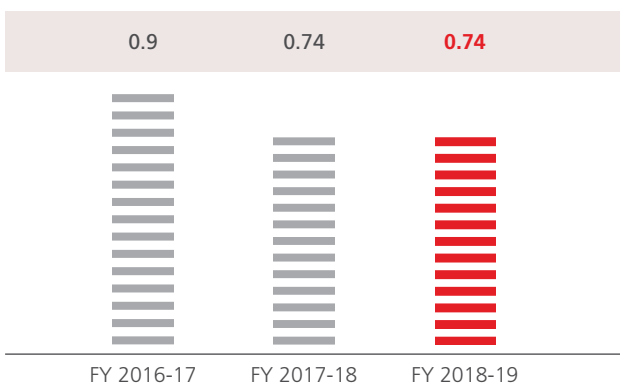
REVENUE BY PRODUCT (%)



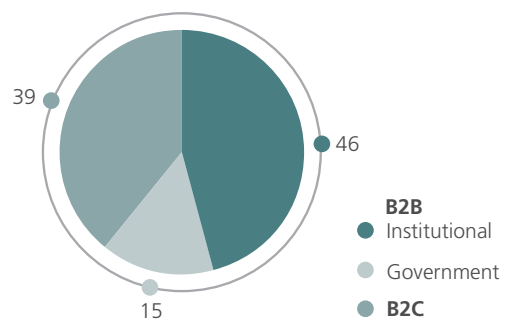
REVENUE BY REGION (%)



DEBT EQUITY RATIO (%)



REVENUE BY CATEGORY (%)

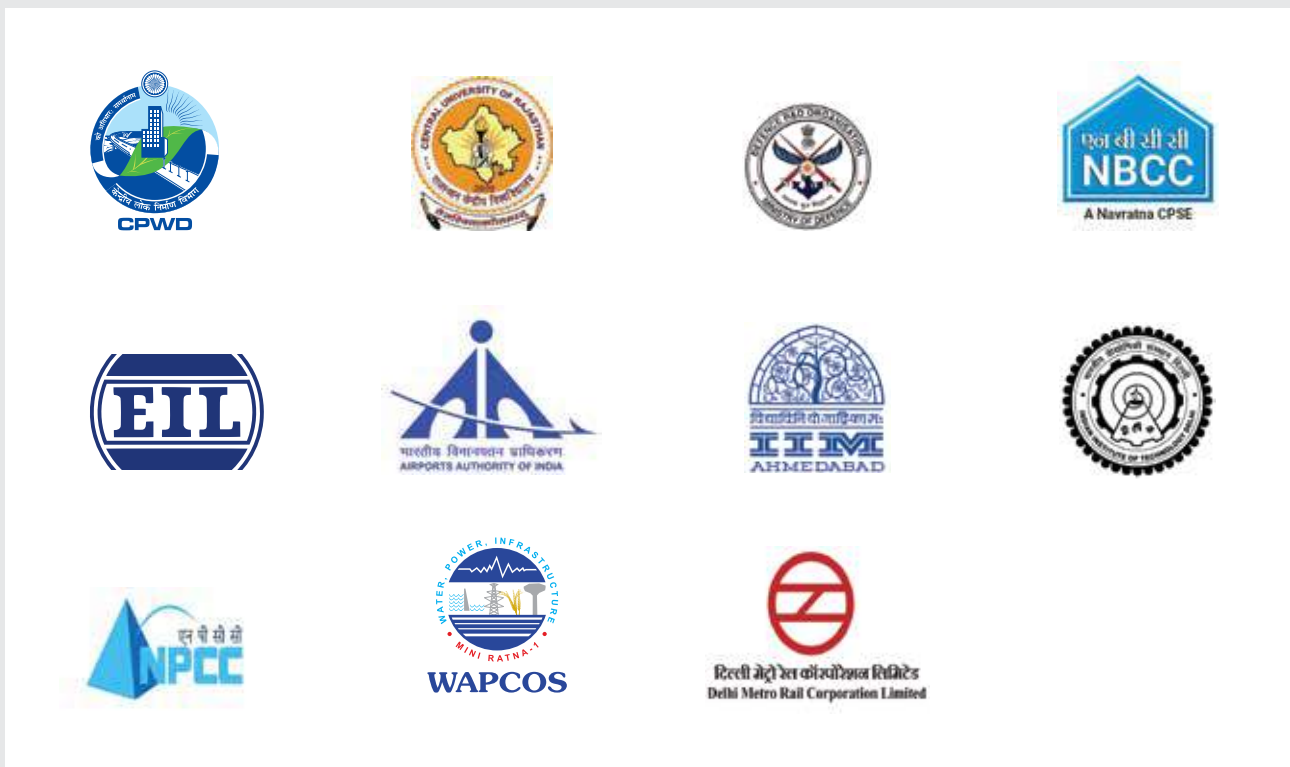


Our Esteemed Clientele

PRIVATE SECTOR



GOVERNMENT SECTOR



Awards & Accolades

DURING THE YEAR, OUR EFFORTS WERE RECOGNISED BY AN ARRAY OF AWARDS AND ACCOLADES FROM VARIOUS OUTSTANDING ORGANISATIONS.



FORTUNE 500 - 2018



Art of Architecture FAAA Dialogues Ahmedabad 2017



Asia's Most Promising Brand



Mega Brand for 2016-17



CW Construction World Award



The Expert Choice Award



Gujarat - Brand Leadership Award



Reader's Digest Trusted Brand

Board of Directors



Mr. Kamlesh Patel
Chairman & Managing Director



Mr. Mukesh Patel
Managing Director



Mr. Suresh Patel
Executive Director



Mr. Bhavesh Patel
Executive Director



Mr. Kanu Patel
Executive Director



Mr. Bhogilal Patel
Executive Director



Mr. Hemendrakumar Shah
Independent Director



Mr. Mukesh Shah
Independent Director



Ms. Dipti Mehta
Independent Director



Mr. Amrutlal Patel
Independent Director



Mr. Premjibhai Chaudhari
Independent Director



Dr. Indira Nityanandam
Independent Director

Corporate Social Responsibility



Contribution to the AKSHAY PATRA Foundation



Regular Blood Donation Camps



World Environmental Awareness Programme



Free Notebook Distribution



Support Say No to Drugs

Management Discussion & Analysis

GLOBAL ECONOMIC OVERVIEW

Year 2018 witnessed slower economic growth at 3.6% than in 2017, led by weak demand scenario in the second half and heightened trade tensions. Several other factors that contributed to declining growth were slowdown in manufacturing, poor financial market sentiments, new fuel emission standards in Germany, natural disasters in Japan, concerns about China's outlook, and deceleration in industrial production outside the United States (US).

World Economic Output Growth in %

	2017	2018	2019P	2020P
World output	3.8	3.6	3.3	3.6
Advanced economies	2.4	2.2	1.8	1.7
US	2.2	2.9	2.3	1.9
Euro Area	2.4	1.8	1.3	1.5
Japan	1.9	0.8	1	0.5
UK	1.8	1.4	1.2	1.4
Other advanced economies*	2.9	2.6	2.2	2.5
Emerging Markets and Developing Economies	4.8	4.5	4.4	4.8
China	6.8	6.6	6.3	6.1
India	7.2	7.1	7.3	7.5

*Excludes the G7 (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries
P = projections

Source: World Economic Outlook - April 2019

Advanced economies witnessed muted growth at 2.2% in 2018, and are expected to grow by 1.8% in 2019 and 1.7% in 2020. Emerging markets and developing economies (EMDE) also witnessed a temporary slowdown, growing at 4.5% in 2018. Going further, the region is expected to grow by 4.4% in 2019 and is expected to gradually pickup to 4.8% in 2020. Growth in China will be the major driver of the slowdown impacted by financial regulatory tightening and trade tension with US.

World economy is expected to grow by 3.3% in 2019 and 3.6% in 2020, according to the outlook by the International Monetary Fund (IMF). Performance of both advanced economies and EMDE is projected to witness muted growth, although EMDE growth is estimated to substantially improve in 2020. Slowdown in 2019 is mainly attributable to contractions in Argentina and Turkey, and impact of trade actions on China and other Asian economies.

(Source: IMF, World Economic Outlook January 2019)

INDIAN ECONOMIC OVERVIEW

India's economic growth is expected to remain strong despite growing global uncertainties. The second advance estimates of Central Statistics Office (CSO) predict India's Gross Domestic Product (GDP) to grow by 6.98% in FY19. IMF has projected the Indian economic growth at 7.5% and 7.7%, respectively, in FY20 and FY21. Fiscal spending on infrastructure, digitisation and the rural economy are seen providing support to domestic growth. Strong consumption, spurred by rising incomes, subdued inflation, and robust remittances, is expected to boost economic activity.

Strengthening domestic demand will offset weaker export growth in 2019.

Even as FY19 witnessed rising oil prices, US monetary tightening and global trade wars, India emerged as the fastest-growing major world economy. Inflation witnessed a steady decline since the middle of 2018. Forthcoming election related spends and strong demand in services sector is likely to push up economic growth in the coming years. According to Moody's report, direct cash transfer programme for farmers and the middle-class tax relief measures announced in the Interim Budget 2019-20 are likely to contribute fiscal stimulus of ~0.45% to the GDP.

World Economic Output Growth in %

	GDP growth in %	Inflation rate in %
2013-14	6.6	5.8
2014-15	7.2	4.9
2015-16	7.6	4.5
2016-17	7.1	3.6
2017-18	7.2	4.7
2018-19P	7.0	4.9
2019-20P	7.5	4.6
2020-21P	7.7	4.3

Source: CSO

Consumer price inflation is expected to rise to 4.3% in FY19 as food costs increase slightly and domestic demand strengthens. In April 2019, the Reserve Bank of India (RBI)

cut the repo rate by 25 basis points to 6% while maintained its policy stance at "neutral", assigned in February 2019. RBI is expected further to soften its stance in the June policy, getting comfort from lower inflationary levels. The current account deficit is expected to widen a bit to 2.4% of GDP in FY19. However, it will be comfortably financed by capital flows, given that India has emerged as an attractive destination for foreign investment.

Future growth outlook remains robust led by improved demand conditions, settled GST implementation, growing investments in infrastructure, income support to farmers, hikes in procurement prices for foodgrains, successful implementation of reform policies and improved credit offtake especially in the services sector.

(Sources: IMF, CSO)

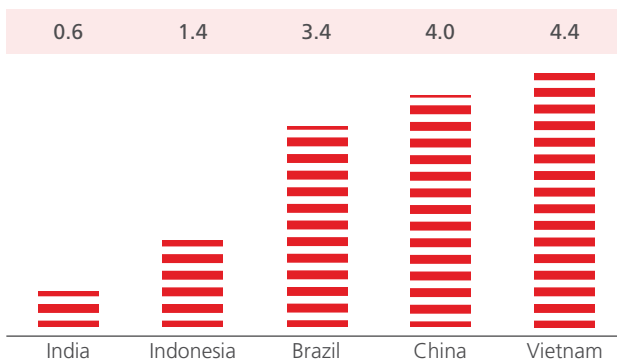
OVERVIEW OF THE TILE INDUSTRY

The global ceramic tiles market was valued at around USD 70.9 Billion in 2018, representing 9.1% CAGR during 2011-2018. The global ceramic tiles market is projected to cross USD 107.2 Billion by 2024, at 7.2% CAGR during 2019-2024. Asia is the largest consumer and producer. Rapid industrialisation, rising urbanisation rates and inflating per capita income, especially in the emerging economies such as India, have resulted in increasing construction in residential, commercial and industrial sector, thereby escalating the demand for flooring products, including ceramic tiles.

Over the last decade, India's ceramic tile industry witnessed a phenomenal growth in terms of capacity, technology advancement, product portfolio and its structure. India continues to be the world's second-largest tiles producer and consumer. The per capita consumption of tiles in India is 0.60 square metres. Low per capita consumption supported by Government initiatives such as the Swachh Bharat Abhiyan (SBA) and the Pradhan Mantri Awas Yojna (PMAY) along with higher replacement demand, ensure robust growth in demand over the coming years.

PER CAPITA CONSUMPTION OF TILES

(in square metres)



Per capita consumption of tiles

Source: Care Ratings report

<http://www.careratings.com/upload/NewsFiles/Studies/Indian%20Ceramic%20Tile%20Industry.pdf>

Morbi cluster

The continued robust growth in the ceramic cluster in Morbi, Gujarat, led India to emerge as the second-largest ceramic cluster in the world after Foshan, China. Morbi accounts for more than 70% of the total production in India and houses over 800 production units, of which many are export-oriented units. According to DGFT, the export from Morbi ceramic cluster is the biggest in India, amounting to ₹ 8,000 crore in FY18 and expected to grow to ₹ 10,000 crore in FY19.

Series of events unfolded for ceramic industry

In second half of FY19, Gulf countries were contemplating to impose counter-vailing duty on imports from Morbi which may impact the industry. Addition challenges for the region included rise in fuel prices and restriction by Rajasthan government on the sale of raw materials used in the ceramic industries. The National Green Tribunal ordered coal-using units in Morbi to shut down or move to natural gas from 6th March, 2019. This order will negatively impact the units operating on coal as it will increase their costs as gas is 10% expensive compared to coal, raise working capital requirements, and bring them under the purview of taxation as no cash transactions are possible with gas unlike coal. Around 400-450 of the 800 ceramic tile units were operating on coal gasifiers. These units in Morbi had temporarily shut production due to unavailability of pipeline or gas. To counter the financial impact of these challenges, the Morbi Ceramic Association increased prices of tiles by 10-20% from 1st April, 2019. Morbi-based players have also challenged the decision of NGT/ GPCB in the Supreme Court.

The Gujarat Pollution Control Board (GPCB) in its order dated 9th March, 2019, directed all units operating on coal gasifiers to either shut down or switch over to non-coal gasifiers or PNG. In case of any failure to compliance, the Board will take stringent actions including imprisonment for a term not less than 18 months, which may be extended to six years with a fine.

Import-Export trends

India is the fourth-largest ceramic tiles exporting country in terms of volume. The major export destinations for India are Saudi Arabia, Mexico, Brazil, UAE, Oman and Kuwait, which collectively account for about 65% of the total exports from India. State-of-the-art technology, low labour cost, changes in the global demand-supply dynamics, and imposition of anti-dumping duty on Chinese products strengthened India's position in the global ceramic tile industry.

On the other hand, total imports of ceramic tiles in India reduced primarily on account of the levy of anti-dumping duty on soluble salt double charge, porcelain and vitrified tiles from China. Chinese tiles accounted for around 80% of the total Indian imports of ceramic tiles and with imposition of anti-dumping duty on Chinese tiles, the import has reduced by more than 50%.

Organisation of the unorganised segment

The organised segment has been gaining market share from the unorganised players in recent times. The overall growth in domestic consumption is riding on the growing middle-class population, rising per capita income and rapid urbanisation. There has been substantial tightening of regulations. A structural shift in customer preference has been witnessed towards branded products, better design portfolio and increasing focus on value-added products. Consequently, growth in volumes of organised players continues to outperform the unorganised segment. Alongside, the industry is undergoing significant evolution with value-added products driving customer attention. Value-added products such as glazed vitrified tiles (GVT), polished vitrified tiles (PVT) and ceramic tiles (CT) have seen increased acceptance in recent times. (Source: Care Ratings Report).

Industry trends

Appearance of Tile Surface: Marble, stone and wood finishes continue to be the most preferred form of tiles in India since ages. Primary application is found in home décor in kitchen and bathrooms. The prevalence of high-resolution printing technology has led to an increased preference for natural appearance in tiles. Matt and rustic finishes continue to be the preferred choice, while the demand for shiny material continues to decrease.

Technology: Technology in tiles has evolved manifold to enhance not only sheen and colour, but also to make them resistant to stains, dirt and bacteria. Nanotechnology ceramic sealant creates a very thin protective layer which provides these properties increasing the hygiene quotient. The cleaning time too reduces significantly.

Smoother tiles with High Definition digital printing technology is gaining ground as it offers a diverse variety of designs and shades on any tile surface. With 300 dpi resolutions resulting in finer and natural textual patterns, these tiles are becoming style statements.

Better aesthetic appearance: With consumers' willingness to pay a higher price for quality and finesse, large tiles are becoming the preferred choice over small and medium-sized tiles. With fewer joints, large format tiles in size 120x80 cm and 120x60 cm are widely used. Small and medium-sized tiles are mostly preferred for replacement.

Industry growth drivers

MSME Projects: A slew of Government initiatives for Micro & Small Enterprises like Cluster Development, Technology Upgradation and Exports Promotion bode well for the smaller players in the industry. Under Ceramic cluster improvement scheme,

- UNIDO and the Government of Gujarat initiated support for cluster modernisation and restructuring for Morbi, Thangarh, Himatnagar and Ahmedabad.

- Tamil Nadu Small Industries Development Corporation established Institute of Ceramic Technology for common use impacting Virudhachalam.
- Ministry of Micro, Small and Enterprises initiated support to set up common facility centre impacting Virudhachalam.

Pick-up real estate: Although the launch of new projects is on slow track, the demand for ceramics from the real estate industry has picked up as builders and developers are trying to complete stalled projects due to the implementation of RERA and the Indian Bankruptcy Code. An increase on the limit on Priority Sector Lending (PSL) loans by RBI from ₹ 28 lakh to ₹ 35 lakh for metropolitan regions is expected to provide a growth impetus in the affordable housing segment. The Government's initiative of 'Housing for All' has proved to be a big boost for tile industry. Also, an increased pace of development of cities has also led to an increase in the number of hotels, malls and commercial spaces, which helped drive demand for tiles.

Anti-dumping Duty: The Government, based on the findings of the Directorate General of Anti-Dumping and Allied Duties, imposed definitive anti-dumping duty on ceramic tableware and kitchenware imported from China for five years, starting June 2017. Definitive anti-dumping duty of EUR 0.85 per kg on ceramic tableware was imposed on imports from China to provide an equal opportunity to the domestic players.

Reduced GST: The tile industry witnessed a smooth transition during the GST phase. The reduction in GST rates from 28% to 18% for tiles helped reduce the pricing gap between unorganised and organised players. Reduced rates also bode well for real estate demand of branded tiles.

Rapid Urbanisation: It is projected that over 14 crore people will migrate to cities by 2020 and 70 crore could urbanise by 2050. Urbanisation and real estate construction and development go hand-in-hand, thereby benefiting the tiles industry.

Increase in Income Levels: Rising disposable incomes among the urban middle-class has led to the preference of premium ceramic tiles and sanitaryware, especially in the metropolitan cities. Tier II and Tier III cities are emerging consumption centres as rapid urbanisation has changed the architectural design and home décor choices of houses constructed in these cities.

Government initiatives

Affordable housing for all: Pradhan Mantri Awas Yojna (PMAY) – Urban and Gramin – aims to create houses for all by 2022, with a set target of constructing 2.95 crore houses. The policy mandates construction of houses conforming to the National Building Code standards, thereby boosting consumption of ceramic sanitaryware in the process.

Swachh Bharat Abhiyan (SBA): As per reports by the Union Ministry for Drinking Water and Sanitation, since October 2014, about 9.24 crore toilets have been constructed under the SBA. Most of the demand for ceramics created out of SBA was fulfilled by unorganised players offering economical products. However, some part of the demand was also catered to by the organised players through their line of economically priced products.

Levy of anti-dumping duty on imports of vitrified tiles from China: Starting June 2017, a definitive anti-dumping duty was imposed on vitrified tiles imported from China by the Directorate General of Anti-Dumping and Allied Duties (DGAD) till 2022. Definitive anti-dumping duty of EUR 0.85 per kg on ceramic tableware was imposed on imports. The imposition of this anti-dumping duty led to an increased price of imports from China, making it a level-playing field for domestic players.

Successful implementation of GST: The unorganised sector forms about 49% of the tile industry, giving organised players a tough time with their cheaper products influxing the market. However, with implementation of GST, the organised sector has benefited as there is now a level-playing field for all with production costs increasing for unorganised players owing to the mandatory burden of taxation.

Perspectives

The Ceramic tiles and sanitaryware industry has witnessed cyclical performance over the years, which broadly follows the real estate and housing industry, albeit with a lag effect. Over the next 3-4 years, development projects on affordable

housing are expected to tap the unmet demand of around 6-8 billion sq. ft. of real estate space in India. The ceramic cluster at Morbi in Gujarat is set to witness high investment of around ₹ 1,500 crore involving 50 new plants manufacturing wall tiles in 2019. Thus, there is higher production in ceramic tiles anticipated in the short term.

The long-term prospects for the industry also seem to be favourable on account of rising urbanisation, increase in disposable income, increasing trend of nuclear families, revision in GST rate to 18%, new project launches post compliance with RERA norms, impetus of the Government on infrastructure projects (SBA) and Housing for All, and healthy export demand due to continuance of anti-dumping duty on Chinese vitrified tiles by European Union, Brazil, Taiwan, Chile, Vietnam and Korea.

In terms of geography, while the domestic demand from the urban sector is more inclined towards high-end value-added tiles, a major volume growth is expected to be generated from Tier II & III cities and Government-initiated schemes. In the domestic market, South India is growing at a faster rate as compared to the national average on account of a greater number projects under execution.

The premium range of ceramic products is a market segment of the industry with very few competitors in the industry. The major organised players seek to expand into the premium products segment by specialising in designer tiles and sanitaryware. Their target is to capture the overseas market and tap the demand from projects in Tier II and metro cities.

Strengths

- Robust domestic demand
- Youth preferring stylish home décor
- Labour availability easy and at a cheap rate
- Ample raw material availability
- Global manufacturing technologies prevalent among domestic manufacturers
- Branding and promotions drive consumer preference
- Growing popularity for premium aesthetic products

Threats

- Chinese products availability at lower costs
- Forex fluctuations
- Fluctuations in fuel costs

Opportunities

- Strong Government push for housing, Swachh Bharat and smart cities development
- Higher disposable incomes coupled with improved standards of living
- Growing urbanisation
- Increasing dual income aspirational nuclear families
- Spurt in infrastructure development

Weaknesses

- Fluctuation in quality of raw materials
- Dominance of unorganised sector
- E-way bill implementation

Future Outlook

India is the world's second-largest producer after China with about 8% of total world tiles produced in India. India is one of the top five fastest-growing markets in the world. India ranks fourth in terms of export volumes in tiles category.

Ceramic tiles account for 60% of the total tiles demand in India. Industry is dominated by unorganised sector. The organised sector has been growing consistently in the last few years owing to relentless focus on innovation and increasing reach. With huge growth potential in real estate sector and implementation of GST, growth in the organised sector is expected to increase manifold in the coming years.

NATURAL STONES INDUSTRY

India has rich resources of high quality natural stones like granite, marble, sandstone, slate, limestone and quartzite. India has more than 11% export share and more than 27% of the total stone production share throughout the world. India supplies slabs, tiles, and monuments to over 80 countries. Stone industry is one of the fastest-growing mineral industry and a significant contributor in boosting the Indian economy. India has the second-largest deposit of natural stones in the world with 15% of the world Natural Stone reserves. About 1.5 million people are employed in the Natural Stone trade in the country. India has adopted the latest technology in quarrying sector for cutting, drilling & handling, which has led to improved production, less environmental damage and safe quarrying. The latest technology of wire saw cutting and circular saw cutting has led to zero blasting, thereby leading to safe working environment with less pollution.

(Source: <http://thepropertytimes.in/federation-indian-granite-stone-industry-figsi-hosts-stona-2018-feb-7th-10th-2018/>; <https://www.techsciresearch.com/news/2879-4-prominent-trends-being-witnessed-in-the-marble-stone-market-in-india.html>)

There have been some positive Government reforms to make the sector more competitive, like Minimum Import Price (MIP) reduced from USD 325 per metric tonne to USD 200 per metric tonne for marble and travertine blocks, increase in customs duty of marble & travertine blocks from 10% to 40%. This will promote local sourcing.

Company Overview

Asian Granito India Limited (the Company or AGL) was incorporated in 2000 by Gujarat-based entrepreneurs Mr. Kamlesh Patel and Mr. Mukesh Patel. The Company is ranked among the top three listed ceramic companies in India with an owned capacity of 14.62 msm per annum of which consolidated Marble and Quartz capacity stood at 1.62 million sq. mt. The Company manufactures ceramic wall and floor tiles and digital/double charged/polished/glazed vitrified tiles Marble and Quartz.

Tiles – Business Segment 1

Consolidated Snapshot

- Manufacturing Facilities: 10
- **Installed Capacity: Around 0.1 msm per day**
- Production in FY 2018-19: 21.01 msm
- **Capacity Utilisation: 80%**
- Sales in FY 2018-19: 34.50 msm
- Sales Growth over FY 2017-18: 6.00%
- Contribution of Tiles in Total Revenue : 82%

Business overview

AGL is one of the leading tiles manufacturers in India manufacturing tiles under four verticals namely - ceramic, polished vitrified (PVT), glazed vitrified (GVT) and double charge (DC). The total **consolidated tile revenues** decline by 6% in FY 2018-19, **with exports accounting for around 9.5% of the consolidated net revenue.**

Operational strengths

AGL, with a rich heritage of over 18 years, has to its credit the launch of a number of products and features for the first time in India. This has helped the Company to build strong brand equity. With over 0.1 msm per day capacity, the Company enjoys the fourth-largest market share in India's tile industry. It offers a wide variety of tile across product categories – ceramic tiles, PVT, GVT and DC tiles. The tiles are available in a variety of sizes, polishes and finishes. The Company supplies tiles ranging from ₹ 30 per sq ft to ₹ 235 per sq ft. AGL has a well-entrenched distribution network covering majority of Tier I and Tier II cities in the country, Metro cities in India and more than 58 countries across the World. Its dealer network in India stands at over 6,000. The Company constantly strives to upgrade its portfolio on the technology front. For instance, AGL invested in rainbow glitz tile which is a nine-colour digital tile with special effects, first in the world to introduce five-layer tiles kiln from Sacmi-Italy, etc.

Retail strength

The Company's retail presence is remarkable with over 289 Exclusive Brand Outlets (Franchisee-Owned and Franchisee-Operated) and 13 display centres Company-Owned and Company-Operated (COCO) stores. To address the increasing demand, 400-500 sq ft outlets (Tile Express) were opened in metro cities, 800-1,000 sq ft outlets (AGL Exclusive) in B and C Class cities and 1,600-2,000 sq ft outlets (AGL World) in fringe metro locations. The Company also operates 2,500 sq ft-plus standalone stores (AGL Universe) in Bengaluru, Kerala and Hyderabad.

Marble and Quartz – Business Segment 2

Consolidated snapshot

- Manufacturing facilities: Dalpur
- Installed capacity: 1.78 msm per annum
- Production in FY 2018-19: 0.92 msm
- Capacity utilisation: 74%
- Sales FY 2018-19: 1.14 msm
- Contribution to the total revenue FY 2018-19: 18%
- Revenue growth FY 2018-19: 47%

Market overview

Asian Granito's marble and quartz business accounted for 18% of the Company's consolidated revenues in FY 2018-19.

With an installed capacity of 3,800 msm per day at our Dalpur facility, the Company is engaged in processing marble and quartz. Quarries in Rajasthan are the prime source of raw material for the Company with modest logistic costs. The Company holds a respectable position in the marble and quartz segment, leveraging its strong brand equity in the complementary tile segment. It is the largest manufacturer of quartz in India. It commissioned the third line of quartz at Dalpur in Gujarat from 1st April, 2017. **The Company enjoys 43% domestic market share in the marble and quartz segment catering to both domestic and exports demand.**

Operational strengths

With over eight years of experience in processing quartz and marble, the Company holds a respectable position in the industry. It commissioned third line of quartz at Dalpur in Gujarat from 1st April, 2017. Post expansion, the Company has doubled its capacity and has become the largest manufacturer of quartz in India. As compared to the usual 97% silica in the 15 mm thickness offered by competition, the Company offers multi-colour quartz with the highest silica percentage (99.99%) having a thickness of 20 mm and 30 mm. The Company markets its products through 120 exclusive brand outlets.

RISKS, CONCERNS & MITIGATION

Competition Risk: The Company is exposed to heightened competitive intensity given the lucrative growth prospects for the industry. Hence, cost efficiencies will have to be maintained without compromising on quality or packaging.

Mitigation: The Company strives to distinguish itself from competition by a strong focus on innovation and development of cutting-edge high quality differentiated products. This helps it to establish a position which is difficult to challenge.

Product Specific Risk: Innovation is the key to ensure sustainable growth. Risk of redundancy and losing out to competition on account of poor R&D is a major overhang.

Mitigation: Well known as a knowledge-driven Company with strong focus on R&D, AGL innovates specialised products with unique features which generate high margins. It is credited with breaking new ground in select categories of tiles. The Company innovates and renovates across its product portfolio, ranging from affordable tiles to upper-end glazed vitrified tiles.

Brand Recognition Risk: Establishing a unique and trusted brand is of utmost important for the Company to keep competition at bay.

Mitigation: The Company's mega product launch in Mumbai involving 250+ dealers and 350+ designs reflects the strong commitment of the Company towards creating a strong brand. "Chala De Jaadoo" campaign continues to run across all platforms i.e. Electronic Media, Digital Media and Outdoor Marketing pan-India. It is a relentless effort of the Company to strengthen brand equity.

Substitution Risk: There is a risk of the core product offering losing its relevance to a better substitute.

Mitigation: The Company's commitment to develop state-of-the-art technologically advanced and differentiated offerings help to keep the customers interested in the product category. With innovation, the Company is able to meet dynamic customer preferences on a sustainable basis giving no room for customer to look for alternatives.

Operational Risk: To ensure sustainable profit, the Company has to ensure high operational and cost efficiencies.

Mitigation: With strong internal control system in place, the Company's audit team closely monitors all processes to check on compliance and reports any irregularities. High operational efficiency is thus maintained.

Distribution Risk: It is imperative for the Company to ensure strong distribution network to ensure product availability at all times to avoid risk of customer looking for alternatives.

Mitigation: The Company boasts of a strong distribution network of over 1,300+ dealer, over 289 exclusive showrooms, and 13 display centres spread across the country. The Company also has a strong global footprint. Its dedicated sales and distribution strategy ensures competitiveness of the Company is maintained.

Geographical Risk: Increased dependence on one geography leads to heightened dependency of that regions performance on the financial performance of the Company.

Mitigation: The Company has a strong presence across all regions in the country with 30% of domestic revenue earnings from West, 31% from South, 27% from North and 12% from East. In addition, it exports to over 58 countries.

FINANCIAL OVERVIEW

Profit and Loss Account Analysis

Consolidated Gross Revenues

Gross revenues stood at ₹ 1,186.66 Crores in FY 2018-19 as compared to ₹ 1,155.60 Crores in FY 2017-18, registering a growth of 2.62%.

Consolidated EBITDA Profit

Operating profit (EBITDA) was recorded at ₹ 90.63 Crores in FY 2018-19 as compared to ₹ 141.92 Crores in FY 2017-18, declining by 36.14%. EBITDA margin came in at 7.64% in FY 2018-19 versus 12.28% in FY 2017-18. The decline was led by rise in input cost of raw material and gas from ₹ 27 / SCM (Standard Cubic Metre) to high of ₹ 42/SCM, which had adversely affected the cost of production.

Consolidated Finance Costs

Finance cost is ₹ 34.74 Crores in FY 2018-19 as compared to ₹ 36.53 Crores in FY 2017-18, decreased by 4.91%.

Total Comprehensive Income

Consolidated net profit is ₹ 20.63 Crores in FY 2018-19 as compared to ₹ 52.62 Crores in FY 2017-18. The decline in profitability was mainly on account of decline in revenue realisation, increased input costs and heightened employee costs.

Balance Sheet Analysis

Consolidated Net Worth

As on 31st March 2019, the Company's net worth stood at ₹ 451.10 Crores, as compared to ₹ 435.13 Crores as on 31st March 2018, registering a growth of 3.7%.

Consolidated Loan Profile

The total loan funds (Excluding Current portion of Long-term Debt) are ₹ 333.77 Crores as on 31st March 2019, as compared to ₹ 323.12 Crores as on 31st March 2018, an increase of 3.29%. Long-term borrowings stood at ₹ 98.79 Crores and short-term borrowings (Excluding Current portion of Long-term Debt) stood at ₹ 234.98 Crores. The Company's total gross assets are ₹ 1,281.08 Crores as on 31st March 2019, as compared to ₹ 1,190.94 Crores as on 31st March 2018, an increase of 7.57%.

Key Consolidated Financial Ratios that registered more than 25% change during FY 2018-19

- Interest Coverage Ratio declined by 42.86%, from 3.19 times to 1.82 times, as there has been reduction in operating earnings during the year due to decline in

revenue realisation of Tiles by 9%, rise in input costs and employee costs.

- Net Profit Margin decreased from 4.70% to 1.58%, which declined by 313 basis point as the profit level contracted due to increase in raw material prices and escalation in gas prices from ₹ 27/SCM (Standard Cubic Metre) to high of ₹ 42/SCM. While the elevated employee costs while lesser realisation during the year also resulted in lesser profit margins.
- Return on Net Worth declined from 12.09% to 4.57% viz. by 60.80% for reduced profitability during the year.

INTERNAL CONTROL SYSTEM

The Company has a well-defined and structured internal control mechanism, commensurate with the size and nature of the business. The Company follows stringent procedures to ensure accuracy in financial information recording, asset safeguarding from unauthorised use, and compliance with statutes and laws. The Company conducts its internal audit through a reputed audit firm that regularly monitors the operations and its observations and recommendations are discussed with the Management and Audit Committee. The internal audit team independently reviews and strengthens the control measures.

Majority of the branches are electronically connected with the Head Office ensuring smooth and effective functioning of the internal control systems. Stringent monitoring and implementation of recommendations ensure business compliance with appropriate rules and regulations.

QUALITY CULTURE

Development and creation of superior quality innovative products is at the heart of its organisational culture. Quality intensive products ensure high levels of customer satisfaction and loyalty. The Company thrives to foster long-term association with the customer. Constant efforts ensure strong reputation in the market with the Company's name being synonymous with products of standard quality and latest technology well suited for both institutional and retail customers. The Company, thus, invests in quality improvement measures and ensures the products comply with international standards. Such high quality products find greater acceptance in both domestic and international markets.

The immense brand popularity with industry-leading innovative products in the portfolio is attributed to regular investment in R&D activities. These products not only

ensure continuous revenue flows and profitability, but also command a premium and attract new customers. It is our on-going endeavour to adhere to strategic practices aimed at enhancing our competitiveness, profitability and shareholder value. Steady and continuous flow of product innovation and renovation is the result of a proactive R&D team.

PEOPLE MANAGEMENT

At AGL, intellectual capital is considered one of the key resources for the Company to ensure business sustainability and growth. The Company works towards building a safe, conducive and productive work environment. Periodic skill and personnel development training is an integral part of HR policies it directly influences productivity, morale and motivation throughout the organisation. The Company has structured ground-breaking and game-changing innovations for the employees.

Ensuring high productivity, employee satisfaction, unflagging motivation, and high retention rate are the key focus areas of the HR team. These policies lead to a sense of belongingness for the employees. Employees are motivated to help them feel empowered in driving business profitability. The Company values its talent pool and works hard to retain its best talent by providing ample opportunities to grow. Its strong organisational culture also enables it to attract talented resources. The Company conducts regular trainings to the employees to ensure skill upgradation and personnel development.

The Company has adopted an open door policy which ensures a transparent and engaging work environment is prevalent. The employees are encouraged to directly communicate with the management and express their views.

People initiatives for FY 2018-19 were primarily aimed at enhancing productivity and efficiency. The Company focuses on organisational development, employee engagement and talent management and retention so as to make the organisation strong, progressive and dynamic. The Company boasts of a long-term culture of encouraging in-house talent. HR team extends tremendous support to high-performing employees deemed fit to lead business strategies. During the year, main focus was on enhancing productivity, HR skills, employee engagement and leadership skills. The Company's reward and recognition is transparent, meritocratic and market competitive. Ethical and value-based performance culture goes a long way in aligning the interests of employees, shareholders and customers. The Company's employee strength is 2,334 as on 31st March, 2019.

CAUTIONARY STATEMENT

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

Directors' Report

Dear Members,

Your Directors have pleasure in presenting the 24th Annual Report of your Company together with the Audited Financial Statement for the year ended 31st March, 2019.

FINANCIAL RESULTS:

The Company's financial performance for the year ended on 31st March, 2019 is summarised below:

(₹ in Lakhs)

PARTICULARS	Standalone		Consolidated	
	Year ended 31 st March, 2019	Year ended 31 st March, 2018	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Revenue from Operation	100,509.91	1,01,388.92	118,666.17	117,140.16
Profit before Interest and Depreciation	4,710.43	8,929.79	9,709.37	14,651.66
Less: Interest	(1,847.66)	(2,143.20)	(3,688.11)	(3,861.47)
Profit Before Depreciation	2,862.77	6,786.59	6,021.26	10,790.19
Less: Depreciation	(1,658.66)	(1,720.84)	(2,731.60)	(2,538.91)
Profit Before Tax	1,204.11	5,065.75	3,289.66	8,251.28
Less: Provision for taxation	(473.47)	(1,767.57)	(983.98)	(2,563.81)
Profit After Tax	730.64	3,298.18	2,305.68	5,687.47
Transfer from Comprehensive Income	(34.08)	(8.34)	(23.02)	(9.95)
Dividend Paid	(391.14)	(240.70)	(391.14)	(240.70)
Dividend distribution tax (net)	(80.40)	(49.15)	(80.40)	(49.15)
Balance carried forward	225.02	2,999.99	1,811.12	5,387.67
Balance brought forward from previous year	26,198.18	23,198.20	28,561.42	23,593.35
Balance carried to Balance Sheet	26,423.20	26,198.18	30,158.48	28,561.42
Earning per Share	2.43	10.96	6.94	17.51

FINANCIAL HIGHLIGHTS & STATE OF AFFAIRS OF THE COMPANY

Particulars	2018-19	2017-18	Increase/Decrease
Net Sales	1,00,060.42	1,00,837.84	(777.42)
EBIDTA	4,710.43	8,929.79	(4,219.36)
Profit before tax	1,204.11	5,065.75	(3,861.64)

CONSOLIDATED OPERATING RESULTS

The consolidated sales and operating income increased to ₹ 1,18,666.17 lakhs from ₹ 1,17,140.16 lakhs in the previous year showing a growth of 1.30%. The consolidated EBT margin for the year was ₹ 3,289.66 lakhs as against ₹ 8,251.28 lakhs in previous year. The consolidated net profit during the year 2018-19 was ₹ 2,305.68 lakhs compared to consolidated net profit amounting to ₹ 5,687.47 lakhs in the previous year.

THE STATE OF COMPANY'S AFFAIRS

The Company is engaged in the business of Tiles (Wall/Vitrified/Ceramics), Marble & Quartz and any other businesses as may be specified in the object clause of MOA of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS (MDA)

The details of operating performance of the Company for the year, the state of affairs and the key changes in the operating

environment have been analysed in the Management Discussion and Analysis section which forms a part of the Annual Report.

TRANSFER TO RESERVES

The Board of Directors of the Company has decided not to transfer any amount to the Reserves for the year under review.

SHARE CAPITAL

As on 31st March, 2019, the Authorised Share Capital of the Company consist of 3,62,50,000 Equity Shares of ₹ 10/- each and issued, subscribed and paid up Capital consist of 3,00,87,446 Equity Shares of ₹ 10/- each fully paid up.

DIVIDEND

The Board of Directors at its meeting held on 28th May, 2019 have recommended a payment of final dividend of ₹ 0.60/- (Sixty Paise Only) per equity share of the face value of ₹ 10/- each for the Financial year ended 31st March, 2019, subject to approval of the shareholders of the Company at

the ensuing Annual General Meeting. The total dividend for the financial year 2018-19 will be ₹ 0.60/- per equity share of face value ₹ 10/- each.

HUMAN RESOURCES

Adapting to change is quintessential to a growing organization's longevity. Over the time, Company has changed to adapt and evolve with the changing economic landscape, while keeping its core values firmly entrenched.

The Human Resource Department has strategic and functional responsibilities for all of the Human Resource disciplines in this changing scenario. There are four corresponding roles for Human Resource: (a) as a strategic partner working to align Human Resource and business strategy, (b) as an administrative expert working to improve organizational processes and deliver basic Human Resource services, (c) as an employee champion, listening and responding to employees' needs, and (d) as a change agent managing change processes to increase the effectiveness of the organization.

Within organization, Human Resource Department has active engagement with employee issues, listening to their concerns and building a professional and stable relation between employees and employers. Managing expectations, being flexible, communicating and adequate training are few of the most significant factors in keeping employees contented. Human Resource Department conducts performance appraisals, career development and up skilling, developing effective reward systems and designing jobs to fit both the needs of the business and employees.

On the Industrial front, the Company continued to foster cordial Industrial Relations with its work force during the year. The Company has a diverse work force of 2,334 employees as on 31st March, 2019 vis-a-vis 2,545 employees as on 31st March, 2018. Going forward, the Company will continue to focus on nurturing the right talent to achieve the business goal.

VIGIL MECHANISM

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism or 'Whistle Blower Policy' for Directors, employees and other stakeholders to report genuine concerns has been established. The Audit Committee reviews the functioning of the Whistle Blower mechanism on a quarterly basis. The same is uploaded on the website of the Company <https://www.aglasiangranito.com/investor-relation>

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The objective of this policy is to provide protection against sexual harassment of women at workplace and for redressal of any such complaint of harassment.

Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. We have not received any sexual harassment complaints during the year 2018-19.

RISK MANAGEMENT

The Company has formalized Risk Management system by formulating and adopting Risk Management Policy to identify, evaluate, monitor and minimize the identifiable business risk in the Organisation. This is an ongoing process and the Audit Committee periodically reviews all the risk and suggests the necessary steps to mitigate the risk if any, which may threaten the existence of the Company. The Company is taking sufficient measures to mitigate various risks to the Company.

ENVIRONMENT, HEALTH AND SAFETY

We believe that Environment, Health and Safety (EHS) are essential and paramount pillars for sustainable growth of our business.

We have developed policies and guidelines which take our EHS compliance beyond the regulatory requirements. The policies also ensure consistent and continuous implementation of the EHS requirements throughout the Company.

A responsibility towards the environment is part of our mandate. We continuously endeavour to minimize adverse environmental impact and demonstrate our commitment to protect the environment.

During the year, all our manufacturing sites remained compliant with applicable EHS regulations.

HOLDING, SUBSIDIARIES, ASSOCIATE, JOINT VENTURE COMPANIES AND THEIR PERFORMANCE

As of 31st March, 2019, the Company has 5 subsidiaries, out of which 1 is step down subsidiary, 1 joint venture and 1 associate Company.

During the year, Trodo Ceramics Private Limited (holding Company of Crystal Ceramic Industries Private Limited and the wholly owned subsidiary Company of Asian Granito India Limited) has been merged with Crystal Ceramic Industries Private Limited.

A report on performance and financial position (Form AOC-1) of each of the subsidiaries as per the Companies Act, 2013 is provided as Annexure-A, which forms part of this Annual Report.

The annual accounts of the Subsidiary Companies will be made available to any Member of the Company seeking such information at any point of time and are also available for inspection by any Member of the Company at the Registered Office of the Company on any working day during business hours up to the date of the Annual General Meeting. The annual accounts of the Subsidiary Companies

are also available on the website of the Company at <https://www.aglasiangranito.com/investor-relation>

RELATED PARTY TRANSACTIONS

For all related party transactions, prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of a foreseen and repetitive nature and such approval is in the interest of the Company. The transactions entered into, pursuant to the omnibus approval so granted, are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval. All related parties transactions are disclosed in note 36 to the financial statements. In accordance with the related party transaction policy of the Company and pursuant to the provisions of Section 188(1) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, particulars of all contracts and/or arrangements entered between the Company and the related parties are annexed herewith in form AOC-2 as Annexure-B, which forms part of this Annual Report.

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website i.e. <https://www.aglasiangranito.com/investor-relation>

DEPOSITS

Your Company has not accepted any deposits from the public within the meaning of Section 73 and 74 of the Companies Act, 2013 and read with the Companies (Acceptance of Deposits) Rules, 2014 for the year ended 31st March, 2019.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

Details of Loans granted, Guarantees given and Investments made during the year under review, covered under the provisions of Section 186 of the Companies Act, 2013 are given in note no. 03, 04 and 05 to the Financial Statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company believes that a strong internal control framework is necessary for business efficiency, management effectiveness and safeguarding assets. The Company has a well-defined internal control system in place, which is designed to provide reasonable assurance related to operation and financial control. The Management of the Company is responsible for ensuring that Internal Financial Control has been laid down in the Company and that controls are adequate and operating adequately.

The audit scope, mythology to be used, reporting framework is defined in charter of the Internal Audit, which is approved by the Audit Committee of the Board of Directors. The Internal Auditors evaluates the efficacy and adequacy of internal control system, its compliance with operating systems and policies of the Company and accounting procedures at all the locations of the Company. Based on the report of

the Internal Auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are placed before the Audit Committee of the Board. The Internal Audit also continuously evaluates the various processes being followed by the Company and suggests value addition, to strengthen such processes and make them more effective.

INTERNAL CONTROLS WITH RESPECT TO FINANCIAL STATEMENTS

The Company has an adequate system of internal financial control in place with reference to financial statements. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, 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.

INSURANCE

The Company's plant, property, equipments and stocks are adequately insured against major risks. The Company also has appropriate liability insurance covers particularly for product liability. The Company has also taken Directors' and Officers' Liability Policy to provide coverage against the liabilities arising on them.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Bhavesh V. Patel (holding DIN: 03382527) will retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

During the year, Mr. Vishwvir Saran Das holding DIN 03627147 has been appointed as an additional Independent Director categorized as Non-Executive Director of the Company in the Board Meeting dated 4th December, 2018 w.e.f 5th December, 2018 and he shall hold office upto the date of next Annual General Meeting.

During the year, Mr. Mukesh Mahendrabhai Shah holding DIN 00084402 has been appointed as an additional Independent Director categorized as Non- Executive Director of the Company in the Board Meeting dated 14th November, 2018 w.e.f 14th November, 2018 and he shall hold office upto the date of next Annual General Meeting.

During the year, Mrs. Dipti Atul Mehta holding DIN 00112368 has been appointed as an additional Independent Director categorized as Non-Executive Director of the Company in the Board Meeting dated 12th February, 2019 w.e.f 12th February, 2019 and she shall hold office upto the date of next Annual General Meeting.

During the year, Mr. Satish Yeshwant Deodhar holding DIN 07766673 has been resigned from the office of the Director of the Company w.e.f 05th December, 2018.

During the year, Mr. Vishwavir Saran Das holding DIN 03627147 has been resigned from the office of the Director of the Company w.e.f 19th January, 2019.

During the year, Mr. Ajendrakumar Patel holding DIN 02284744 has been resigned from the office of the Director of the Company w.e.f 14th November, 2018.

All Independent Directors (IDs) have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details terms of appointment of IDs are disclosed on the Company's website with following link <http://aglasiangranito.com/index.php/investor-relation>

MEETINGS OF THE BOARD

During the year, Six Board Meetings and one Independent Directors' meeting was held, the details of which are given in Corporate Governance Report. The provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were adhered to while considering the time gap between two meetings. Details of the number and dates of Board Meeting held during the year forms part of the Corporate Governance Report.

During the year, the Board of Directors of the Company has passed the Circular Resolution by majority on 02nd February, 2019. The Board has taken a note of the same in the next Board meeting of the Company held on 12th February, 2019.

COMMITTEES TO THE BOARD

In compliance with the requirement of applicable laws and as part of best governance practices, the Company has following Committees of the Board as on 31st March, 2019:

- i. Audit Committee
- ii. Stakeholders Relationship Committee
- iii. Nomination and Remuneration Committee
- iv. Corporate Social Responsibility Committee
- v. Administrative Committee

The details with respect to the aforesaid Committees forms part of the Corporate Governance Report.

FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTORS

The Independent Directors have been updated with their roles, rights and responsibilities in the Company by specifying them in their appointment letter along with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. The Company endeavours, through presentations at regular intervals to familiarize the Independent Directors with the strategy, operations and functioning of the Company. Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company.

The Independent Directors also met with senior management team of the Company in informal gatherings.

The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <https://www.aglasiangranito.com/investor-relation>.

BOARD PERFORMANCE EVALUATION

Pursuant to the provisions of companies Act, 2013 and SEBI Listing Regulations, the Board has carried out annual performance evaluation of its own performance, its Committees and the Directors including Chairman.

The evaluation manner has been carried out and has been explained in the Corporate Governance Report.

KEY MANAGERIAL PERSONNEL

There was no change in the Key Managerial Personnel during the year under review.

CORPORATE SOCIAL RESPONSIBILITY

In compliance with the requirements of section 135 of the Companies Act, 2013, the Company has laid down a CSR policy. The contributions in this regard have been also made to the Asian Institute of Technology, which is engaged in activities in various fields like provides technical education to students who are below poverty line or low income group in Idar etc. The composition of the committee, contents of CSR policy and report on CSR activities carried out during the financial year ended 31st March, 2019 in the format prescribed under Rule 9 of the Companies (Accounts) Rules, 2014 is annexed herewith as Annexure-C forming part of this Annual report.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of section 134(3)(c) of the Act, 2013, in relation to financial statements of the Company for the year ended 31st March, 2019, the Board of Directors state that:

- i) In the preparation of the annual accounts for the year ended on 31st March, 2019, the applicable accounting standards have been followed and that no material departures have been made from the same;
- ii) Appropriate accounting policies have been selected and applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2019 and the profit and loss of the Company for the period 31st March, 2019;
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts have been prepared on a going concern basis;

- v) The Company is following up the proper Internal financial controls and such internal financial controls are adequate and are operating effectively; and
- vi) The Company has devised proper system to ensure the Compliance with the provisions of all the applicable laws and that such systems are adequate and operating effectively.

NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. Details of Remuneration under Section 197(12) of the Companies Act, 2013 and details required under Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are also stated in Annexure-D which forms part of this Annual report.

AUDITORS

STATUTORY AUDITORS

M/s. Manubhai Shah & LLP, Chartered Accountants, Ahmedabad (FRN: 106041W/W100136) have carried out the Statutory Audit of the Company for the FY 2018-19 and the Report of the Statutory Auditor forms part of the Annual Report.

Subject to approval of members in the ensuing Annual General Meeting, R R S & Associates, Chartered Accountants (FRN: 118336W) will be appointed as the Statutory Auditor of the Company for the FY 2019-20.

SECRETARIAL AUDITOR

M/s. Shilpi Thapar and Associates, Company Secretaries have carried out the Secretarial Audit of the Company for FY 2018-19 and the Report of Secretarial Auditors in Form MR-3 is annexed with this Report as Annexure-E.

The observations of the Secretarial Auditor and the reply of the management is as under:

Sr No	Observations of Secretarial Auditor	Reply of the Management
1.	The Company has granted loans to parties covered in the Register maintained under section 189 of The Companies Act, 2013.	The loans granted to parties covered in the register maintained under section 189 of Companies Act, 2013 have been ratified by passing special resolution at the AGM held on 18/09/2018.
2.	There are few material events/information which was disclosed to the Stock Exchange exceeding period of twenty four hours/thirty minutes of occurrence of the event or information as the case may be, which was the requirement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The disclosure of few material events/information were delayed by negligible time due to technical issues. The Company has strengthened the compliance system to avoid such delays.
3.	The Company has not provided link of Website of Company and Stock Exchanges in few newspaper publications as required as per Regulation 47(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Due to oversight the website link was not provided in few newspaper publications. The Company will ensure that the complete details are provided in the newspaper publications in future.
4.	During the year, the Company has appointed Directors but Company has not made corporate announcement affirming that Directors being appointed are not debarred from holding the office of Director as required as per BSE Circular dated 20 th June 2018 in respect of & enforcement of SEBI orders regarding the appointment of Director by listed entities.	The necessary compliance in respect of BSE circular dated 20/06/2018 has been done on 28/05/2019.
5.	The Company has not submitted to the stock exchange details regarding the voting results within forty eight hours of conclusion of its 23rd Annual General Meeting dated 18 th September, 2018 as required as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The submission of voting result as per Regulation 44(3) of LODR was delayed by negligible time due to technical issue.
6.	The Company has uploaded on its website, the amended policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exceeding two working days from the date of such change and approval by the Board of Directors, which was the requirement as per Regulation 46(3)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Due to oversight the said policy was updated on 30/05/2019. The Company has strengthened the compliance system to avoid such delay.

Sr No	Observations of Secretarial Auditor	Reply of the Management
7.	Few compliance related e-forms was filed by the Company with Ministry of Corporate Affairs (MCA) beyond the time limit prescribed under Companies Act, 2013 by paying additional fees.	Due to oversight few compliance related e forms were filed with MCA beyond the prescribed time limit. The Company has strengthened the compliance system to avoid such delays.

CORPORATE GOVERNANCE

During the year, pursuant to SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, the Company has complied with applicable provision of Corporate Governance and a separate report of Corporate Governance is included as a part of Annual Report along with requisite certificate from M/s. Rajesh Parekh & Co., Practicing Company Secretaries, confirming compliance with the conditions of corporate governance is attached to the Report on corporate governance.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return required under Section 134 (3) (a) and 92 (3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 forms part of this Annual report as Annexure-F.

The Copy of Annual Return is placed on the website of the Company. The web-link of such Annual Return is <https://www.aglasiangranito.com/investor-relation>.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as Annexure-G to this report.

PARTICULARS OF EMPLOYEES

Your Company does not have any employee drawing remuneration exceeding ₹ 1.02 Crores per annum. However, Mr. Ashish Mehta, the ex-employee of the Company was in receipt of a remuneration of more than ₹ 8.50 lakhs per month for any part of financial year 2018-19, pursuant to Section 197 (12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MATERIAL CHANGES

There has been material changes and commitments affecting the financial position of the Company taken place as during the year, Trodo Ceramics Private Limited (holding Company of Crystal Ceramic Industries Private Limited and the wholly owned subsidiary Company of Asian Granito India Limited) has been merged with Crystal Ceramic Industries Private Limited.

NATURE OF BUSINESS

There has been no change in the nature of business of the Company.

LISTING OF SHARES

The Equity Shares of the Company are listed on the BSE Limited (BSE) with scrip code No. 532888 and on National Stock Exchange of India Limited (NSE) with scrip code of ASIANTILES. The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2019-20 have been paid.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

ACKNOWLEDGEMENTS

Your Directors thanks all Customers, Investors, Vendors, Bankers, Auditors, Consultants and Advisors for their continued support during the year. We also place on record our appreciation of the contributions of employees at all levels. Your Directors thanks Governments of various countries where we have our operations especially Government of India and its various Ministries.

Your Directors looks forward for their continued support in the future for the consistent growth of the Company.

For and on behalf of the Board

Kamleshbhai B. Patel

Place: Ahmedabad
Date: 31st August, 2019

Chairman and Managing Director
DIN: 00229700

Annexure - A

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

PART "A": SUBSIDIARIES

(₹ in Lakhs)

Particulars	Details				
	AGL Industries Limited	Amazone Ceramics Limited	Camrola Quartz Limited	Crystal Ceramic Industries Private Limited	Powergrace Industries Limited (Fellow Subsidiary)
CIN	U24220GJ2013 PLC074983	U26933GJ2003 PLC042959	U74999GJ2017 PLC099231	U26933GJ2008 PTC052576	U24100GJ2013 PLC075582
Reporting Period	31-03-2019	31-03-2019	31-03-2019	31-03-2019	31-03-2019
Share capital	187.60	2,163.21	665.17	4,029.96	5
Reserves & surplus	63.002	732.53	1,078.92	4,712.64	235.99
Total Assets	395.19	6,931.41	6,417.07	32,731.47	680.12
Total Liabilities (Excluding Share Capital & Reserves)	144.59	4,035.68	4,672.98	23,988.87	439.13
Investments	5	0	0	424.17	0
Turnover	66.69	6,575.15	4,363.87	19,669.55	1,423.78
Profit before Taxation	35.52	699.14	259.17	538.93	120.74
Provision for Taxation	(10.13)	(198.44)	(72.17)	(193.74)	(36.02)
Profit after Taxation	25.39	500.70	187	345.19	84.71
Proposed Dividend	0	0	0	0	0
% of shareholding	100	95.32	51	70	0

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 Lakhs)

Name of Associates/Joint Ventures	Astron Paper & Board Mill Ltd	AGL Panaria Private Limited
CIN	L21090GJ2010PLC063428	U26933GJ2012PTC070716
Latest Audited Balance sheet date	For the year ended on 31 st March, 2019	For the year ended on 31 st March, 2019
Latest audited Balance Sheet date	31/03/2019	31/03/2019
Shares of Associate/Joint Ventures held by the Company on the year end	8,775,000	94,16,500
Amount of Investment in Associates/ Joint Venture	877.5	941.65
Extend of Holding %	18.87%	50%
Description of how there is significant influence	Due to Percentage (%) of Share Capital	Due to Percentage (%) of Share Capital
Reason why the associate/joint venture is not consolidated	NA	NA
Net worth attributable to shareholding as per latest audited Balance Sheet	15,275.86	169.59
Profit/Loss for the year	2,840.8 (Profit)	208.06 (Loss)
i. Considered in Consolidation	536.06	104.03
ii. Not Considered in Consolidation	2,304.74	104.03

For and on behalf of the Board
Asian Granito India Limited

Kamleshbhai B. Patel

Chairman and Managing Director

DIN: 00229700

Place: Ahmedabad

Date: 31st August, 2019

Annexure - B

FORM 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 transaction under third proviso is given below:

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:

Sr. No.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date 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
NIL								

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARM'S LENGTH BASIS:

(₹ in Lakhs)

Sr. No.	Name of Related Party & Nature of Relationship	Nature of Contract/ arrangement/ transaction	Duration of Contract/ arrangement/ transaction	Salient terms of Contract/ arrangement/ transaction, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1	Powergrace Industries Limited (Fellow Subsidiary Company)	Renewal Lease Deed made on 04 th December, 2018	Five Years (Effective From 01.10.2018 to 30.09.2023)	The Lessee (Powergrace Industries Limited) agrees to pay a total monthly rent of ₹ 1,915/- excluding applicable taxes. The rent is to be payable in advance before 10 th day of every month by Account Payee Cheque or by cash as convenient to both the parties. The basic rent will be increased by 5% at the end of every year of this agreement. Maintenance, Municipal tax etc. will be borne by the Lessor.	04.12.2018	-
2	Amazoone Ceramics Limited (Subsidiary Company)	Lease Deed made on 01 st April, 2018	One Year (Effective From 01.04.2018 to 31.03.2019)	The Lessee (Asian Granito India Limited) agrees to pay a rent of ₹ 50,000/- (Rupees Fifty Thousands only) per month, which will be paid by the lessee at the end of every month. Electricity expenses shall be included in the above rent and the lessee will not bear the electricity expenses separately. Either party may terminate this agreement by giving notice in writing of three months or on such termination, the consequences set out above will follow.	10.02.2018	-
3	Camrola Quartz Limited (Subsidiary Company)	Technical Assistance Agreement made on 20 th July, 2018	Three years (effective from 01.06.2018 to 31.05.2021)	Asian Granito India Limited shall make available to the Camrola Quartz Limited all the expertise or know-how in relation to the manufacture of the said product mentioned in Schedule within a period of 3 years from the date hereof. In consideration, a monthly payment of ₹ 2,50,000/- in the first week of every months. The lump sum legally payable other than as aforesaid shall be paid to the AGL Company as per the invoice raised by AGL. This agreement will be treated as terminated if the parties hereto mutually agree to terminate this agreement.	18.05.2018	-

For and on behalf of the Board
Asian Granito India Limited

Kamleshbhai B. Patel

Chairman and Managing Director
DIN: 00229700

Place: Ahmedabad
Date: 31st August, 2019

Annexure - C

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

In compliance with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder, the Company has framed a CSR Policy which is uploaded on the website of the Company i.e. <https://www.aglasiangranito.com/investor-relation>

On recommendation of CSR Committee, the Board of Directors approved the CSR spending by providing financial assistance to Asian Institute of Technology which is engaged in activities in various fields like providing technical education to students who are below poverty line or low income group, in Vadali.

2. The Composition of the CSR Committee:

Name of the Committee Member	Designation	Category
Mr. Kamleshbhai B. Patel	Chairman	Promoter, Non – Independent and Executive Director
Mr. Mukeshbhai Patel	Member	Promoter, Non – Independent and Executive Director
Dr. Indira Nityanandam	Member	Independent and Non-Executive Director

3. Average net profit of the Company for last three financial years: ₹ 3,769.37 Lakhs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 75.39 Lakhs
5. Details of CSR spent during the financial year.
 - (a) Total amount to be spent for the financial year: ₹ 75.39 Lakhs
 - (b) Total amount spent during the financial year: ₹ 75.39 Lakhs
 - (c) Amount unspent, if any: Nil
 - (d) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) Specify the state and district where project or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs subheads: (1) Direct Expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period*	Amount spend direct or through implementing agency
1	Asian Institute of Technology	Education	Asian Institute of Technology is under process of spending the amount on need basis in providing education to students who are below poverty line or low income group in Vadali, Sabarkantha	75.39	75.39	445.23	It is through Asian Institute of Technology

6. In case the Company has failed to spend the 2% of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report. - **N.A.**
7. The CSR Committee hereby confirm that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For and on behalf of the Board
Asian Granito India Limited

Kamleshbhai B. Patel
 Chairman of the CSR Committee
 DIN: 00229700

Mukeshbhai J. Patel
 Managing Director
 DIN: 00406744

Place: Ahmedabad
 Date: 31st August, 2019

Annexure - D

STATEMENT OF DISCLOSURE OF REMUNERATION

Under Section 197 of the Companies Act 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- I. Ratio of remuneration of each Executive Director to the median remuneration of Employees of the Company for the Financial Year 2018-19, the percentage increase in remuneration of Chairman & Managing Director, Managing Directors, Executive Directors, Company Secretary and CFO during the Financial Year 2018-19:

Sr. No.	Name	Designation	Ratio of Remuneration of each Director to median remuneration of employees (₹ In Lakhs)	Percentage (%) increase in Remuneration
1	Kamleshbhai B Patel	Chairman and Managing Director	25.26	29.73
2	Mukeshbhai J Patel	Managing Director	19.30	25.71
3	Sureshbhai J Patel	Director	18.95	23.43
4	Bhavesbhai V Patel	Director	13.16	100
5	Kanubhai B Patel	Director	10.96	0
6	Bhogibhai B Patel	Director	8.51	(-3.09)
7	Renuka A Upadhyay	DGM (Legal) & Company Secretary	10.35	1.13
8	Kalidasbhai J Patel	Chief Financial Officer	6.71	6.84

Note:

- a) The Non-Executive Directors of the Company are entitled for sitting fees. The detail of remuneration of Non-Executive Directors is provided in the Report on Corporate Governance and is governed by the Nomination and Remuneration Policy, as stated herein below. The ratio of remuneration and percentage increase for Non-Executive Directors remuneration is therefore not considered for the purpose above.

II.

Sr. No.	Particulars	Details
1	% increase in the median remuneration of employees in the financial year 2018-19	26.66%
2	Total number of permanent employees on the rolls of the Company as on 31 st March 2019 (on standalone basis)	2,334
3	The median remuneration of employees of the Company during the year under review	₹ 1.63 Lacs
4	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	<p>The average percentile increase in the salaries of the employees other than the managerial personnel in the last financial year is 47.75% as against average percentile increase of 56.25% in the remuneration of Managerial Personnel as defined under the Act.</p> <p>The difference of average percentile increase in employees and Managerial was 8.5%.</p> <p>Annual increase in remuneration is based on different grades, industry pattern, qualifications & experience, responsibilities shouldered and individual performance of managerial personnel and other employees.</p> <p>There were no exceptional circumstances which warranted an increase in managerial remuneration which was not justified by the overall performance of the Company.</p>

- III. The Company affirms remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board
Asian Granito India Limited

Kamleshbhai B. Patel

Chairman and Managing Director
 DIN: 00229700

Place: Ahmedabad
 Date: 31st August, 2019

NOMINATION AND REMUNERATION POLICY

1. PREAMBLE

The Nomination and Remuneration Policy ("Policy") was originally formulated pursuant to the provisions of Section 178 of the Companies Act, 2013 and rules made thereunder ('the Act') read with provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI's Notification dated 9th May, 2018 including amendments/modifications thereof (the 'Listing Regulations').

This Policy is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The Policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

This Policy applies to Directors, Senior Management including Key Managerial Personnel ('KMPs') of the Company.

2. OBJECTIVES

The Key Objectives of the Committee would be:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

3. DEFINITIONS

"Board" means Board of Directors of the Company.

"Company" means "Asian Granito India Limited."

"Employees" Stock Option" means the option given to the Directors, officers or employees of a Company or of its holding Company or subsidiary Company or companies, if any, which gives such Directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date at a pre-determined price.

"Independent Director" means a Director referred to in Section 149 (6) of the Companies Act, 2013 read with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Key Managerial Personnel" (KMP) in relation to a Company means:

- Chief Executive Officer or the Managing Director or the Manager,
- Company Secretary,
- Whole-time Director,
- Chief Financial Officer and
- Such other officer as may be prescribed

"Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Regulations.

"Policy or This Policy" means, "Nomination and Remuneration Policy."

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

"Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive Directors, including all the functional heads.

4. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

5. GUIDING PRINCIPLES

The Policy ensures that

- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate a high performance workforce and is in compliance with all applicable laws.
- The criteria of remuneration for performance is reasonable, justifiable and meets appropriate performance benchmarks and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

6. ROLES OF THE NOMINATION AND REMUNERATION COMMITTEE

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, Nomination and Remuneration Committee has the **following principal terms of reference:**

1. To evaluate and recommend the composition of the Board of Directors and sub-committees thereof.
2. To identify persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down, recommend to the Board their appointment and removal.
3. To determine 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.
4. To specify the manner for effective evaluation of Board, its Committees and individual Directors to be carried out either by the Board, by the Committee or by an independent external agency and review its implementation and compliance.
5. Devising a Policy on Board Diversity.
6. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
7. To recommend a Policy to the Board relating to the remuneration for the Directors, KMP and other employees, for its approval.
8. The Committee shall, while formulating the policy, ensure the following:
 - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
 - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
 - (c) Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Senior Management for the above purpose shall mean personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the CEO/MD/ WTD/Manager (including CEO/ Manager, not part of the Board) and shall specifically include CS and CFO.
9. To recommend to the Board remuneration proposed to be paid, to Executive Directors, Non-executive Directors (other than Independent Directors), Whole-time Key Managerial Personnel and Senior Management, with proper justification for such remuneration.
10. To seek information from management and have full access to the Company's records relevant to its functioning in discharge of its obligations.
11. To make recommendations to the Board on any matter within its purview, by passing appropriate resolutions.
12. To note information on recruitment and remuneration of Senior Officers just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
13. To formulate criteria for evaluation of performance of independent Directors and the Board of Directors.
14. To recommend the Board, all remuneration, in whatever form, payable to senior management.
15. To undertake related activities, functions and duties as the Board of Directors may from time to time, after deliberations, prescribe or as may be required to be undertaken in terms of any statutory or regulatory provisions.

On the recommendation of the Nomination and Remuneration Committee, the Board has, inter alia, approved the following evaluation criteria for the Independent Directors:

- Participation in Board in terms of adequacy (time & content);
- Contribution at meetings;
- Guidance / support to Management outside Board / Committee meetings;
- Fulfilment of functions;
- Independent views and judgement.

7. MEMBERSHIP

- a) The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.
- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- c) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- d) Membership of the Committee shall be disclosed in the Annual Report.

- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

8. CHAIRPERSON

- Chairperson of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.
- In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- Chairperson of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

9. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required. However, the nomination and remuneration committee shall meet at least once in a year.

10. COMMITTEE MEMBERS' INTEREST

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

11. VOTING

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

12. APPOINTMENT AND REMOVAL OF DIRECTOR, KMPs AND SENIOR MANAGEMENT

- **Appointment criteria and qualifications:**
 - The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
 - A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and

experience possessed by a person are sufficient / satisfactory for the concerned position.

- The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

- **Term / Tenure:**

- 1. Managing Director/Whole-time Director/ Manager (Managerial Person):**

- The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

- 2. Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re- appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed Company.

- **Evaluation:**
The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).
- **Removal:**
Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.
- **Retirement:**
The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

13. PROVISIONS RELATING TO THE REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

- **General:**
 1. The remuneration/compensation/commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
 2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
 3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.
 4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them

against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- **Remuneration to Managerial Person, KMP and Senior Management:**

1. **Fixed pay:**

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. **Provisions for excess remuneration:**

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- **Remuneration to Non-Executive / Independent Director:**

1. **Remuneration / Commission:**

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

2. **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided

that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Limit of Remuneration /Commission:

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director may be entitled to any stock option of the Company.

14. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be placed at the subsequent Board and Committee meeting.

15. DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

16. EFFECTIVE DATE

This Policy shall be effective w.e.f. 1st April, 2019.

17. REVIEW / AMENDMENT

The Board of Directors of the Company, on recommendation of the Committee, may amend, abrogate, modify or revise any or all provisions of this Policy. However, amendments in the Act/other applicable laws shall be binding even if not incorporated in this Policy.

This revised Policy has been approved by the Board of Directors of the Company at its meeting held on 6th March, 2019, on the recommendation of the Nomination and Remuneration Committee of the Company.

Annexure - E

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2019

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

To

The Members,

Asian Granito India Limited

(CIN: L17110GJ1995PLC027025)

202, Dev Arc,

Opp. Iskon Temple,

Ahmedabad 380 015

Gujarat.

Dear Sir/Madam,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practices by **M/S. ASIAN GRANITO INDIA LIMITED** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed with Regulatory authorities and other records maintained and provided by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on 31st March, 2019 (hereinafter referred to as "Audit Period"), generally complied with the statutory provisions listed hereunder and also the Company has Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We further report that maintenance of proper and updated books, papers, Minutes Book, filing of forms and returns, with applicable statutory authority is responsibility of management of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon.

1. We have examined on test basis, the books, papers, minutes book, forms and returns filed and other records maintained by the Company and produced before us for the Audit Period, accordingly to the provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made there under, and The Companies Act, 1956 (to the extent applicable during our Audit Period);

- (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 and External Commercial Borrowings to the extent the same was applicable to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.
 - (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 as amended from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) 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 to the extent of securities issued;
 - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – (Not applicable as the Company has not bought back any of its securities during the year under review)
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period) and
- (vi) As confirmed and certified by the management, there is no law specifically applicable to the Company based on the Sectors / Businesses.

2) We have also examined compliances with applicable clauses of the following:-

- (i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India under provisions of The Companies Act, 2013 w.e.f. 1st July, 2015 amended from time to time and
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Based on the above said information provided by the Company, we report that during the financial year under review, the Company has generally complied with the applicable provisions of the above mentioned Acts including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent mentioned below:-

- (a) The Company has granted loans to party covered in the Register maintained under section 189 of The Companies Act, 2013.
- (b) There are few material events/information which was disclosed to the Stock Exchange exceeding period of twenty four hours/thirty minutes of occurrence of the event or information as the case may be, which was the requirement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (c) The Company has not provided link of Website of Company and Stock Exchanges in few newspaper publications as required as per Regulation 47(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (d) During the year, the Company has appointed Directors but Company has not made corporate announcement affirming that Directors being appointed are not debarred from holding the office of Director as required as per BSE Circular dated 20th June 2018 in respect of & enforcement of SEBI orders regarding the appointment of Director by listed entities. However, Company has made such compliance announcement on 28th May, 2019.
- (e) The Company has not submitted to the stock exchange details regarding the voting results within forty eight hours of conclusion of its

23rd Annual General Meeting dated 18th September, 2018 as required as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (f) The Company has uploaded on its website, the amended policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exceeding two working days from the date of such change and approval by the Board of Directors, which was the requirement as per Regulation 46(3)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that few compliance related e-forms was filed by the Company with Ministry of Corporate Affairs (MCA) beyond the time limit prescribed under Companies Act, 2013 by paying additional fees.

We further report that as per information given by the management of the Company, maintenance of cost records has not been prescribed by the Central Government for the Company under section 148(1) of the Act.

We further report that compliance of applicable Labour laws, other statutory laws and financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that:

- a) 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 audit period were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Based on the representation made by the Company and its officer, Majority decision is carried through and that there were no dissenting member's views on any of the matter during the year that were required to be captured and recorded as part of the minutes.

c) Based on general review of compliance mechanisms established by the Company and on basis of management representations, there are 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. As informed, the Company has responded appropriately to notices received from any statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the audit period the Company has incurred specific events / actions that took place which have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. as under:

1. Special Resolution was passed in Extra Ordinary General Meeting of the Members of the Company dated 3rd January, 2019 to issue warrants, convertible into equity shares on preferential basis in one or more tranches i.e. 40,00,000 convertible warrants of ₹ 245/- each and aggregating to ₹ 98 crores to non-promoters entities.

For Shilpi Thapar & Associates
Company Secretaries

CS Dr. (h.c) Shilpi Thapar

Place: Ahmedabad

Membership No. : F5492

Date: 06th August, 2019

COP No. : 6779

(This report is to be read with our letter of even date, which annexed as "Annexure-A "and forms an integral part of this report)

“Annexure-A”

To
The Members,
Asian Granito India Limited
(CIN: L17110GJ1995PLC027025)
202, Dev Arc,
Opp. Iskon Temple,
Ahmedabad 380 015
Gujarat.

Our report of even date is to be read along with this letter:

Management Responsibility:

- i. Maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- ii. We have followed the audit practices and the 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 secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion;
- iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, related party transactions figures and AS-18 disclosures of the Company provided to us or verified compliances of laws other than those mentioned above;
- iv. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- v. We have obtained Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
- vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Shilpi Thapar & Associates
Company Secretaries

CS Dr. (h.c) Shilpi Thapar
Membership No. : F5492
COP No. : 6779

Place: Ahmedabad
Date: 06th August, 2019

Annexure - F

FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L17110GJ1995PLC027025
Registration Date	08.08.1995
Name of the Company	Asian Granito India Limited
Category / Sub-Category of the Company	Public Company limited by Shares
Address of the Registered Office and contact details	202, Dev Arc, Opp. Iscon Temple, S. G. Highway, Ahmedabad 380015 Telephone No.-91 79 66125500/698 Email ID: info@aglasiangranito.com
Whether listed Company	Yes (BSE, NSE)
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Link Intime India Private Limited C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 Phone: 022 4918 6000 Email ID: ahmedabad@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Tiles (Wall / Vitrified / Ceramics)	23912	82.76
2.	Marble & Quartz	08101	16.36
3.	Others	-	0.88

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
1	AGL Industries Limited. 202, Dev Arc, Opp. Iscon Temple, S.G. Highway, Ahmedabad – 380015, Gujarat	U24220GJ2013PLC074983	Wholly owned subsidiary Company	100	2(87)
2	Amazone Ceramics Limited. Block No. 83 (old Block No.450), At: Dalpur Taluka: Prantij, District: Sabarkantha Prantij Sabar Kantha – 383120, Gujarat	U26933GJ2003PLC042959	Subsidiary Company	95.32	2(87)
3	Crystal Ceramic Industries Private Limited. F.F. 101,102, Elanza Vertex, Nr. Zainobiya, Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380059, Gujarat	U26933GJ2008PTC052576	Subsidiary Company	70.00	2(87)
4	Astron Paper and Board Mills Limited. D-702, Seventh Floor Ganesh Meriden, Opp. High Court, S. G. Highway, Ahmedabad - 380060, Gujarat	U21090GJ2010PLC063428	Associate Company	18.87	2(6)
5	Powergrace Industries Limited. Shop No. 305, 3rd Floor, Devarc, Opp. Iscon Temple, S.G. Highway, Ahmedabad -380015	U24100GJ2013PLC075582	Step Down Subsidiary Company	100	2(87)
6	Camrola Quartz Limited. B/707, Mondeal Height, Near Novotel Hotel, Opp. Karnavati Club, S.G Highway, Ahmedabad – 380015.	U74999GJ2017PLC099231	Subsidiary Company	51	2(87)
7	AGL Panaria Private Limited. B-702, Shapath-IV Opp. Karnavati Club, S. G. Highway Ahmedabad 380015	U26933GJ2012PTC070716	JV Company	50	2(6)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) Category – wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
1) Indian									
a) Individual / HUF	97,87,048	0	97,87,048	32.53	99,64,055	0	99,64,055	33.12	0.59
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	0	0	0	0	0	0	0	0
e) Banks / Financial Institutions	0	0	0	0	0	0	0	0	0
f) Any Other...	0	0	0	0	0	0	0	0	0
Sub-total (A) (1) :-	97,87,048	0	97,87,048	32.53	99,64,055	0	99,64,055	33.12	0.59
2) Foreign									
NRIs-Individuals	0	0	0	0	0	0	0	0	0
Other-Individuals	0	0	0	0	0	0	0	0	0
Bodies Corporate	0	0	0	0	0	0	0	0	0
Banks / Financial Institutions	0	0	0	0	0	0	0	0	0
Any other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2) :-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	97,87,048	0	97,87,048	32.53	99,64,055	0	99,64,055	33.12	0.59
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	15,22,053	0	15,22,053	5.06	18,06,984	0	18,06,984	6.01	0.95
b) Banks / Financial Institutions	58,264	0	58,264	0.19	2,75,291	0	2,75,291	0.91	0.72
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)									
- Foreign Portfolio Investor	19,21,803	0	19,21,803	6.39	34,142	0	34,142	0.11	(6.28)
- Alternate Investment Funds	6,59,153	0	6,59,153	2.19	6,59,153	0	6,59,153	2.19	0
Sub-total (B)(1) :-	41,61,273	0	41,61,273	13.83	27,75,570	0	27,75,570	9.22	(4.61)
2) Non-Institutions									
a) Bodies Corp.									
i) Indian									
i) Indian	39,74,163	0	39,74,163	13.21	4,83,99,84	0	4,83,99,84	16.09	2.88
ii) Overseas									
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individuals shareholders holding nominal share capital upto ₹ 2 lakhs for Financial Year 2018-19									
i) Individuals shareholders holding nominal share capital upto ₹ 2 lakhs for Financial Year 2018-19	39,36,887	483	39,37,370	13.09	40,45,798	483	40,46,281	13.45	0.36
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs for Financial Year 2018-19									
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs for Financial Year 2018-19	66,26,443	0	66,26,443	22.02	62,86,170	0	62,86,170	20.89	(1.13)
c) Qualified Foreign Investors									
c) Qualified Foreign Investors	0	0	0	0	0	0	0	0	0
d) NBFCs Registered with RBI									
d) NBFCs Registered with RBI	0	0	0	0	7,036	0	7,036	0.02	0.02
e) Others (specify)									
Directors	3,35,639	2	3,35,641	1.12	3,35,639	2	3,35,641	1.12	0
Hindu Undivided Family	8,03,711	0	8,03,711	2.67	9,40,244	0	9,40,244	3.12	0.45
Trusts	35,830	0	35,830	0.12	15,000	0	15,000	0.05	(0.07)
Custodians / Clearing member	2,88,229	0	2,88,229	0.96	6,85,135	0	6,85,135	2.28	1.32

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
NRIs (Repat) and (Non Repat)	1,36,848	0	1,36,848	0.45	1,90,697	0	1,90,697	0.64	0.19
IEPF	890	0	890	0	1,633	0	1,633	0	0
Sub-total(B)(2) :-	1,61,38,640	485	1,61,39,125	53.64	1,73,47,336	485	1,73,47,821	57.66	4.02
Total Public Shareholding (B)=(B)(1)+(B)(2)	1,22,26,266	485	2,03,00,398	67.47	2,01,22,906	485	2,01,23,391	66.88	(0.59)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3,00,86,961	485	3,00,87,446	100	3,00,86,961	485	3,00,87,446	100	0

(ii) Shareholding of Promoters

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year i.e. as on 01/04/2018			Shareholding at the end of the year i.e. as on 31/03/2019			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Kamleshbhai Bhagubhai Patel	34,49,298	11.46	0	35,64,555	11.85	0	0.39
2	Mukeshbhai Jivabhai Patel	20,41,928	6.79	0	21,60,011	7.18	0	0.39
3	Sureshbhai Jivabhai Patel	15,43,534	5.13	0	15,43,534	5.13	0	0
4	Rameshbhai Bhikhabhai Patel	3,31,615	1.10	0	3,31,615	1.10	0	0
5	Hasmukhbhai D. Patel	2,54,169	0.84	0	2,02,836	0.67	0	(0.17)
6	Bhogibhai B. Patel	4,20,640	1.40	0	4,20,640	1.40	0	0
7	Hinaben Kamleshbhai Patel	2,16,150	0.72	0	2,16,150	0.72	0	0
8	Dipakbhai Danjibhai Patel	20,000	0.07	0	20,000	0.07	0	0
9	Kamleshbhai Bhagubhai Patel (HUF)	2,11,400	0.70	0	2,11,400	0.70	0	0
10	Jivabhai Jethabhai Patel (HUF)	1,49,600	0.50	0	1,49,600	0.50	0	0
11	Sureshbhai Jivabhai Patel (HUF)	1,48,036	0.49	0	1,48,036	0.49	0	0
12	Bhagubhai Punjabhai Patel	1,33,700	0.44	0	1,33,700	0.44	0	0
13	Bhagubhai Punjabhai Patel (HUF)	1,27,700	0.42	0	1,27,700	0.42	0	0
14	Bhikhabhai Kodarbhai Patel	1,26,710	0.42	0	1,26,710	0.42	0	0
15	Danjibhai Purshottambhai Patel	33,726	0.11	0	33,726	0.11	0	0
16	Bhanuben Mukeshbhai Patel	1,21,600	0.40	0	1,21,600	0.40	0	0
17	Chhayaben Sureshbhai Patel	1,08,430	0.36	0	1,08,430	0.36	0	0
18	Mukeshbhai Jivabhai Patel (HUF)	98,710	0.33	0	98,710	0.33	0	0
19	Hiraben Bhagubhai Patel	72,760	0.24	0	72,760	0.24	0	0
20	Dimpalben Bhogibhai Patel	68,340	0.23	0	68,340	0.23	0	0
21	Gitaben Rameshbhai Patel	43,906	0.15	0	43,906	0.15	0	0
22	Bhogibhai B. Patel (HUF)	34,700	0.12	0	34,700	0.12	0	0
23	Ushaben D. Patel	8,731	0.03	0	8,731	0.03	0	0
24	Chandrikaben Danjibhai Patel	10,365	0.03	0	5,365	0.02	0	(0.01)
25	Dipakbhai D Patel (HUF)	11,300	0.04	0	11,300	0.04	0	0
Total		97,87,048	32.53	0	99,64,055	33.12	0	0.59

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

Sr. No.		Shareholding at the beginning of the year i.e. as on 01/04/2018		Shareholding at the end of the year i.e. as on 31/03/2019	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	97,87,048	32.53	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the Year specifying the reasons for increase / decrease	As per notes below Increase: 5,31,689 Decrease: (56,333)			
	Year specifying the reasons for increase / decrease			1,02,62,404	
	At the End of the year	-	-	99,64,055*	33.12

* 1,59,186 shares of Mr. Kamleshkumar B. Patel is lying with Monarch Network Capital Limited. The same is lying in its DP Account.

*60,975 shares of Mr. Mukeshbhai Jivabhai Patel is lying with Monarch Network Capital Limited. The same is lying in its DP Account. Out of remaining difference of 78,188 shares, 16,139 shares are acquired on 28.03.2019 on T+2 basis and 62,049 shares are acquired on 29.03.2019 on T+2 basis therefore the same is not added in the closing balance at the end of the year.

Notes:

Sr. No.	Particulars	Date	Reason	Shareholding at the beginning of the year i.e. as on 01/04/2018		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Kamleshbhai Bhagubhai Patel						
	At the beginning of the year	01.04.2018		34,49,298	11.46%		
	Date wise Increase / Decrease in Promoters Shareholding during the Year specifying the reasons for increase / decrease	06.06.2018	Acquisition	5,149		34,54,447	11.48
		08.06.2018	Acquisition	7,351		34,61,798	11.51
		19.02.2019	Acquisition	29,947		34,91,745	11.60
		20.02.2019	Acquisition	41,548		35,33,293	11.74
		13.03.2019	Acquisition	21,500		35,54,793	11.81
		18.03.2019	Acquisition	10,903		35,65,696	11.85
		19.03.2019	Acquisition	25,000		35,90,696	11.93
		22.03.2019	Acquisition	1,25,00		36,03,196	11.98
		27.03.2019	Acquisition	31,277		36,34,473	12.08
		28.03.2019	Acquisition	23,058		36,57,531	12.16
		29.03.2019	Acquisition	66,210		37,23,741	12.37
	At the end of the year	31.03.2019				35,64,555*	11.85%
	* 1,59,186 shares of Mr. Kamleshkumar B. Patel is lying with Monarch Network Capital Limited. The same is lying in its DP Account						
2	Mukeshbhai Jivabhai Patel						
	At the beginning of the year	01.04.2018		20,41,928	6.79%		
	Date wise Increase / Decrease in Promoters Shareholding during the Year specifying the reasons for increase / decrease	06.06.2018	Acquisition	12,500		20,54,428	6.83%
		25.02.2019	Acquisition	12,903		20,67,331	6.87%
		26.02.2019	Acquisition	310		20,67,641	6.87%
		27.02.2019	Acquisition	6,328		20,73,969	6.89%
		28.02.2019	Acquisition	42		20,74,011	6.89%
		11.03.2019	Acquisition	25,000		20,99,011	6.98%
		12.03.2019	Acquisition	25,000		21,24,011	7.06%
		13.03.2019	Acquisition	23,500		21,47,511	7.14%
		22.03.2019	Acquisition	12,500		21,60,011	7.17%
		26.03.2019	Acquisition	35,744		21,95,755	7.30%
		27.03.2019	Acquisition	25,231		22,20,986	7.38%
		28.03.2019	Acquisition	16,139		22,37,125	7.44%
		29.03.2019	Acquisition	62,049		22,99,174	7.64%
	At the end of the year	31.03.2019				21,60,011*	7.18%
	* 60,975 shares of Mr. Mukeshbhai Jivabhai Patel is lying with Monarch Network Capital Limited. The same is lying in its DP Account. Out of remaining difference of 78,188 shares, 16,139 shares are acquired on 28.03.2019 on T+2 basis and 62,049 shares are acquired on 29.03.2019 on T+2 basis therefore the same is not added in the closing balance at the end of the year.						
3.	Chandrikaben Danjibhai Patel						
	At the beginning of the year	01.04.2018		10,365	0.03%		
	Date wise Increase / Decrease in Promoters Shareholding during the Year specifying the reasons for increase / decrease	24.04.2018 to 26.04.2018	Disposal	(5,000)		5,365	0.02
	At the end of the year	31.03.2019				5,365	0.02
4.	Hasmukhbhai Danjibhai Patel						
	At the beginning of the year	01.04.2018		2,54,169	0.84%		
		26.03.2018 to 28.03.2018	Disposal	(6,600)		2,47,569	
	Date wise Increase / Decrease in Promoters Shareholding during the Year specifying the reasons for increase / decrease	19.04.2018 to 23.04.2018	Disposal	(8,000)		2,39,569	
		23.05.2018	Disposal	(2,100)		2,37,469	
		05.06.2018 to 08.06.2018	Disposal	(2,500)		2,34,969	
		11.06.2018 to 15.06.2018	Disposal	(4,600)		2,30,369	
		18.06.2018 to 21.06.2018	Disposal	(3,600)		2,26,769	
		25.06.2018 to 29.06.2018	Disposal	(3,200)		2,23,569	
		02.07.2018 to 06.07.2018	Disposal	(7,133)		2,16,436	
		09.07.2018 to 12.07.2018	Disposal	(3,800)		2,12,636	

Sr. No.	Particulars	Date	Reason	Shareholding at the beginning of the year i.e. as on 01/04/2018		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
		17.07.2018 to 20.07.2018	Disposal	(2,300)		2,10,336	
		23.07.2018 to 26.07.2018	Disposal	(2,700)		2,07,636	
		31.07.2018	Disposal	(500)		2,07,136	
		20.08.2018 to 24.08.2018	Disposal	(3,300)		2,03,836	
		30.08.2018 to 04.09.2018	Disposal	(1,000)		2,02,836	
	At the end of the year	31.03.2019				2,02,836	0.67%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the top 10 shareholders	Shareholding at the beginning of the year i.e. as on 01/04/2018		Shareholding at the end of the year i.e. as on 31/03/2019	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Donroy Ceramics LLP	16,48,715	5.48	16,48,715	5.48
2	IDFC Tax Advantage (ELSS) Fund	1,90,000	0.63	7,80,000	2.59
3	Monarch Network Finserve Private Limited	0	0	7,60,000	2.52
4	Salsett Vinimay Private Limited	1,00,000	0.33	7,48,000	2.49
5	Jayantibhai Madhabhai Patel	5,10,739	1.70	5,10,739	1.70
6	Sundaram Alternative Opportunities Fund - Nano Cap Series I, Sundaram Mutual Fund A/C Sundaram Small Cap Fund	10,46,018	3.48	10,26,984	3.41
7	Dipak Narayanbhai Patel	5,91,345	1.97	4,10,153	1.36
8	Vinodbhai Lalabhai Patel	4,05,889	1.35	4,05,889	1.35
9	Ramanbhai N Patel	3,99,886	1.33	3,99,886	1.33
10	Vignaharta Ceramics LLP	9,35,273	3.11	3,30,771	1.10
	Total	58,27,865	19.38	70,21,137	23.33

(v) Shareholding of Directors and Key Managerial Personnel :

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year i.e. as on 01/04/2018		Change during the year No. of shares	* Shareholding at the end of the year i.e. as on 31/03/2019	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
1	Mr. Kamleshbhai B. Patel	34,49,298	11.46	1,15,257	35,64,555	11.85%
2	Mr. Mukeshbhai J. Patel	20,41,928	6.79	1,18,083	21,60,011	7.18
3	Mr. Sureshbhai J. Patel	15,43,534	5.13	0	15,43,534	5.13
4	Mr. Bhaveshbhai V. Patel	1,82,342	0.61	0	1,82,342	0.61
5	Mr. Kanubhai Patel	1,53,299	0.51	0	1,53,299	0.51
6	Mr. Bhogibhai Patel	4,20,640	1.40	0	4,20,640	1.40
7	Mr. Hemendrakumar C. Shah	0	0	0	0	0
8	Mr. Mukesh Shah	0	0	0	0	0
9	Mrs. Dipti Mehta	0	0	0	0	0
10	Mr. Amrutbhai Patel	0	0	0	0	0
11	Mr. Premjibhai Chaudhari	0	0	0	0	0
12	Dr. Indiraben Nityanandam	0	0	0	0	0
13	Mr. Kalidas J. Patel	93,310	0.31	0	93,310	0.31
14	Mrs. Renuka A. Upadhyay	0	0	0	0	0

(vi) Indebtedness:

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(Amount in Lakhs)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	15,423.98	263.23	-	15,687.21
ii) Interest due but not paid	97.17	-	-	97.17
iii) Interest accrued but not due	(1.44)	-	-	(1.44)
Total (i + ii + iii)	15,519.71	263.23	-	15,782.94
Change in Indebtedness during the financial year				
• Addition	613.01	-	-	613.01
• Reduction	-	(188.20)	-	(188.20)
Net Change	613.01	(188.20)	-	424.81
Indebtedness at the end of the financial year				
i) Principal Amount	16,084.48	75.03	-	16,159.51
ii) Interest due but not paid	47.01	-	-	47.01
iii) Interest accrued but not due	1.23	-	-	1.23
Total (i + ii + iii)	16,132.72	75.03	-	16,207.75

(vii) Remuneration of Directors and Key Managerial Personnel:**A. * Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager						Total Amount
		Kamleshbhai B. Patel	Mukeshbhai J. Patel	Sureshbhai J. Patel	Bhogibhai B. Patel	Kanubhai B. Patel	Bhaveshbhai V. Patel	
1.	Gross Salary							
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	41,38,200	33,22,200	28,51,200	13,84,200	21,23,200	20,41,200	1,58,60,200
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-	-	-	-
2.	Stock Option	-	-	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-	-	-
4.	Commission - as % of profit -- Others, specify....	-	-	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-	-	-
	Total (A)	41,38,200	33,22,200	28,51,200	13,84,200	21,23,200	20,41,200	1,58,60,200
	Overall Ceiling as per the Companies Act, 2013	₹ 132.71 Lakhs (being 10% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013)						

B. Remuneration to other Directors:

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of Independent and Non – Executive Directors								Total Amount
		Dr. Satish Y. Deodhar	Mr. Ajendrabhai Patel	Mr. Amrutbhai Patel	Mr. Premjibhai Chaudhari	Dr. Indira Nityanandam	Mr. Hemendrakumar C. Shah	Mr. Mukesh Shah	Mrs. Dipti Mehta	
1	Independent Directors • Fee for attending Board committee meetings • Commission • Others, please specify	1,50,000	30,000	40,000	60,000	40,000	1,60,000	1,00,000	50,000	6,30,000
2	Other Non-Executive Directors • Fee for attending Board committee meetings • Commission • Others, please specify	-	-	-	-	-	-	-	-	-
3	Total (B)	1,50,000	30,000	40,000	60,000	40,000	1,60,000	1,00,000	50,000	6,30,000
4	Total Managerial Remuneration	₹ 1,58,60,200								
5	Overall Ceiling as per the Companies Act, 2013 (11% of the Net Profit excluding Sitting Fees)	₹ 145.98 Lakhs								

* As the Company has inadequate profits during the year under review, remuneration be paid to Directors as specified under Section II and IV of Part II of Schedule V of the Companies Act 2013 as a minimum remuneration for the time being in force.

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total Amount
1.	Gross Salary	12,52,600	15,68,388	28,20,988
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961			
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961			
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961			
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit			
	- others, specify....			
5.	Others, please specify	-	-	-
Total		12,52,600	15,68,388	28,20,988

V. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)
A. COMPANY				
Penalty				
Punishment		NIL		
Compounding				
B. DIRECTORS				
Penalty				
Punishment		NIL		
Compounding				
C. OTHER OFFICERS IN DEFAULT				
Penalty				
Punishment		NIL		
Compounding				

For and on behalf of the Board
Asian Granito India Limited

Kamleshbhai B. Patel

Chairman and Managing Director
DIN: 00229700

Place: Ahmedabad
Date: 31st August, 2019

Annexure - G

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY

- (i) The steps taken or impact on conservation of energy;
- (ii) The steps taken by the company for utilizing alternate sources of energy and
- (iii) The capital investment on energy conservation Equipments:

Vitrified division												
Sr. No	Work Done	No of Pieces	KW	Run Freq.	Timer		One Time Investment in Rupees	Units/ Year Before Implements	Units/ Year After Implements	Annual Savings		
					On Time in Min.	Off Time in Min.				Electricity Units	Cost Saving in Rupees	Payback in Month
1	INSTALLATION OF VFD IN AGITATOR	7	7.5	35			1,75,000	3,38,083.2	1,08,864	2,29,219.2	18,79,597.44	1.12
2	CHANGE IE2 MOTOR TO PMSM MOTOR IN 5 LAYER DRYER	1	15				72,260	25,056	16,416	8,640	70,848	12.24
3	REMOVE 0.75 KW TURNING TABELE IN G.L.-3	5	0.75				1,40,000	13,824	3,196.8	10,627.2	87,143.04	19.28
4	INSTALLATION OF VFD IN GLAZE PLANT	4	6				40,000	36,288	7,776	28,512	2,33,798.4	2.05
TOTAL		17	29.3	35	0	0	4,27,260	4,13,251	1,36,253	2,76,998	22,71,386.88	2.26

Marble division												
Sr. No	Work Done	No of Pieces	KW	Run Freq.	Timer		One Time Investment in Rupees	Units/ Year Before Implements	Units/ Year After Implements	Annual Savings		
					On Time in Min.	Off Time in Min.				Electricity Units	Cost Saving in Rupees	Payback in Month
1	REPLECE IE2 MOTOR TO IE4 MOTOR QUARTZ POLISHING LINE	16	176				30,00,000	23,26,090	15,23,069	8,03,020.7	65,84,770	5.47
2	INSTALLATION OF VFD IN ETP 20 HP PUMP NEW QATZ LINE	1	15	45			30,000	63,360	31,680	31680	2,59,776	1.39
3	REPLECE 50 Hp MOTOR TO 15 & 20 Hp MOTOR MARBLE ETP	1	15				0	2,59,200	1,41,436.8	117,763.2	9,65,658.24	0.00
4	UNDER PROCESS CHANGE ELECTRICAL HEATER TO GAS BURNER	1	112.5				12,00,000	76,03,200	25,33,248	0	50,69,952	2.84
TOTAL		18	206	45	0	0	30,30,000	26,48,650	16,96,186	9,52,464	1,28,80,156	6.85297

B. TECHNOLOGY ABSORPTION:**a) The efforts made towards technology absorption:**

The Company is fully equipped and further updating with the latest technology for producing its quality products. Company's has continuous ongoing Research and Development Program which during the period under review introduced larger format and various designs of tiles. In addition to development of new products, the Research and Development Department also instituted a comprehensive quality control of all units to ensure that all the Company's products meet or exceed international standards. The Company has replaced old version machines with Upgraded machines.

b) The benefits derived like product improvement, cost reduction, product development or import substitution:**(i) Pressing Line:**

This Quartz line is installed to increase the production capacity. As the new line was with the upgraded technology hence the quality of the slabs also can be enhanced. With this latest technology the contamination problem in the slabs can also be minimized. With this new pressing capacity we can try to reduce the percentage of RESINE in the composition. The Company is fully equipped and further updating with the latest technology for producing its quality products. Company's has continuous ongoing Research and Development Program which during the period under review introduced larger format and various designs of tiles. In addition to development of new products, the Research and Development Department also instituted a comprehensive quality control of all units to ensure that all the Company's products meet or exceed international standards. The Company has replaced old version machines with upgraded machines.

(ii) Diagonal Controller:

The Company has installed online size, diagonal, planarity checking machine. Apple make instrument from Italy is installed on the production line in the GVT plant to measure the dimensions of each and every tiles. Company is continuously updating itself to standardize and install required machinery when manufacturing. Improved quality also gives the Company a better image in the market therefore improving the marketability of its products. With this instrument the customer satisfaction level has increased.

(iii) Polishing Line:

This new line is installed to increase the production capacity and to improve the polishing quality. With this new line we can increase the gloss value of the quartz slabs. As it is upgraded technology the power consumption and the abrasive consumption is optimized.

The Company is continuously updating itself to standardize and install required machinery when manufacturing. Improved quality also gives the Company a better image in the market therefore improving the marketability of its products. The Company has installed Auto Recto planar machine to check the measurement of each and every tiles that we produced due to this Productivity has increase.

c) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)**

- i. the details of technology imported: The Company has imported below machineries/ technologies as mentioned in the table:
- ii. the year of import: as mentioned herein below:

Year of Import	Imported Technology
2016-17	Firing Kiln for Vitrified Tiles
2016-17	Press Machine for Vitrified Tile
2016-17	Pressing Line for Quartz Slab
2016-17	Polishing Line for Quartz Slab

Year of Import	Imported Technology
2017-18	Easy Color System Machine for Vitrified Tiles
2017-18	Crushing Machine Purchase for Vitrified Tiles
2017-18	Digital Printer for Vitrified Tiles

Year of Import	Imported Technology
2018-19	Pressing Line for Quartz Slab (Marble Division)
2018-19	Tiles Planner Diagonal controller (Vitrified Division)
2018-19	Polishing Line for Artificial Quartz Slab (Marble Division)

- iii. whether the technology been fully absorbed: Yes
- iv. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof : N.A.

d) **The expenditure incurred on Research and Development: ₹ 9.14 Lakhs**

C. FOREIGN EXCHANGE EARNING AND OUTGO

(₹ in Lakhs)

Particulars	2018-19	2017-18
Earning: Export in terms of actual inflows	10,771.74	9249.32
Outgo: Imports in terms of actual outflows	3,560.84	3712.33

For and on behalf of the Board
Asian Granito India Limited

Kamleshbhai B. Patel

Chairman and Managing Director
 DIN: 00229700

Place: Ahmedabad
 Date: 31st August, 2019

Annexure - H

NAME OF EMPLOYEES OF THE COMPANY

Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (a) Top Ten Employees in terms of Remuneration drawn including the Employees who was in receipt of remuneration not less than ₹ 1.02 crores per annum:

Sr. No.	Name	Age	Designation	Qualification	Experience	Date of Commencement of Employment	Remuneration received during the year (₹ In Lakhs)	Particulars of Last Employment
NIL								

- (b) Any employee for a part of the financial year 2018-19, was in receipt of remuneration for any part of financial year at a rate which, in the aggregate was not less than ₹ 8.50 lakhs per month:

Sr. No.	Name	Age	Designation	Qualification	Experience	Date of Commencement of Employment	Remuneration received during the year (₹ In Lakhs)	Particulars of Last Employment
1.	Ashish Mehta	51	Senior President	MBA, B.sc	27.7	01 st May, 2018	87 Lakhs	Orient Bell Ltd

- (a) Any employee throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing Director or whole-time Director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company. :

Sr. No.	Name	Age	Designation	Qualification	Experience	Date of Commencement of Employment	Particulars of Last Employment	The percentage of equity shares held by the employee	Whether any such employee is a relative of any Director or manager of the Company and if so, name of such Director or manager
NO									

For and on behalf of the Board
Asian Granito India Limited

Kamleshbhai B. Patel
Chairman and Managing Director
DIN: 00229700

Place: Ahmedabad
Date: 31st August, 2019

Report on Corporate Governance

1. AGL PHILOSOPHY ON CODE OF GOVERNANCE:

At Asian Granito India Limited, the Corporate Governance is about creating the value for all stakeholders, accountability and fairness towards stakeholders. The Company also believes that good governance is a systemic process which enables the Company to operate in a manner that meets with the ethical, legal and business expectations and at the same time fulfils its social responsibilities. Good Corporate Governance is intrinsic to the management of the affairs of the Company. The Company's philosophy on Corporate Governance is to achieve business excellence, enhance long term values for its stakeholders, maintain excellent relations across all levels through Integrity, transparency and accountability. Good governance practices stem from the culture and mindset of the organisation and at Asian Granito we are committed to meet the aspirations of all our stakeholders and believes in adopting best corporate practices for ethical conduct of business. It is well recognized that an effective Board of Directors is a pre-requisite for strong and effective corporate governance. The Company recognizes the accountability of the Board and importance of its decisions on its customers, dealers, employees, shareholders and with every individual, who comes in contact with the Company.

2. BOARD OF DIRECTORS:

The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Section 149 of the Companies Act, 2013 (Act).

The Company firmly believes that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance to bring objectivity and transparency in the Management. The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has vested with the requisite powers, authorities and duties.

In terms of the requirement of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations'), the Nomination and Remuneration Committee has been designated to evaluate the need for change in the composition and size of the Board of the Company and to select members to fill Board vacancies and nominating candidates for election by the shareholders at the Annual General Meeting.

The Company is managed by the Board of Directors in coordination with the Senior Management team. As on 31st March 2019, the Company has twelve (12) Directors on its Board out of which six (6) are Executive Directors and six (6) are Independent Directors including two Woman Directors. The Board periodically evaluates the need for change in its composition and size.

Composition/ Category of Directors/ Attendance at Meetings/Directorships and Committee Memberships in other Companies as on 31st March, 2019:

Sr. No.	Name of Director & Designation	Category	Inter-se Relationships between Directors	Attendance of Meetings during 2018-19		Last Annual General Meeting Attended	Other Directorships/Board Committees (Numbers)			Name of the Listed entity where the person is a Director and category of Directorship
				Board Meeting held during his/her tenure	Board Meeting attended during his/her tenure		*Directorships in Other Companies	**Committee Membership	**Committee Chairmanship	
1	Mr. Kamleshbhai B. Patel, Chairman & Managing Director	Promoter, Non – Independent	-	6	6	Yes	2	0	0	-
2	Mr. Mukeshbhai J. Patel, Managing Director	Promoter, Non-Independent	Brother of Sureshbhai Patel	6	5	Yes	3	0	0	-
3	Mr. Sureshbhai J. Patel, Director	Non-Independent and Executive	Brother of Mukeshbhai Patel	6	6	Yes	0	0	0	-
4	Mr. Bhaveshbhai V. Patel, Director	Non-Independent and Executive	-	6	5	Yes	0	0	0	-

Sr. No.	Name of Director & Designation	Category	Inter-se Relationships between Directors	Attendance of Meetings during 2018-19		Last Annual General Meeting Attended	Other Directorships/Board Committees (Numbers)			Name of the Listed entity where the person is a Director and category of Directorship
				Board Meeting held during his/her tenure	Board Meeting attended during his/her tenure		*Directorships in Other Companies	**Committee Membership	**Committee Chairmanship	
5	Mr. Kanubhai B. Patel, Director	Non-Independent and Executive	-	6	5	No	1	0	0	(1) Astron Paper & Board Mill Limited – Executive Director
6	Mr. Bhogibhai B. Patel, Director	Non-Independent and Executive	-	6	5	No	0	0	0	-
7	Mr. Hemendrakumar C. Shah, Director	Independent and Non-Executive	-	6	6	Yes	2	2	2	(1) Deep Industries Limited - Non-Executive Independent Director
8	Mr. Satish Y. Deodhar, Director	Independent and Non-Executive	-	4	2	No	0	0	0	-
9	Mr. Amrutbhai Patel, Director	Independent and Non-Executive	-	6	4	No	0	0	0	-
10	Mr. Ajendrabhai Patel, Director	Independent and Non-Executive	-	3	3	No	0	0	0	-
11	Dr. Indira Nityanandam, Director	Independent and Non-Executive	-	6	3	No	0	0	0	-
12	Mr. P. R. Chaudhari, Director	Independent and Non-Executive	-	6	5	No	0	0	0	-
13	Mr. Mukesh M. Shah, Director	Additional Independent and Non-Executive	-	3	3	NA	4	1	1	(1) Adani Power Limited – Non-Executive Independent Director
14	Mrs. Dipti Mehta, Director	Additional Independent and Non-Executive	-	2	2	NA	0	0	0	-

* Excluded the Directorship held in private limited companies, foreign companies and companies incorporated under Section 8 of the Companies Act, 2013 as per Regulation 26 of the Listing Regulations.

** Included only the Membership / Chairmanship in Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies as per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

As mandated by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"), none of the Directors of the Company are members of more than ten Board level committees nor are the Chairperson of more than five Board level committees in other companies in which they are Directors.

The Company provides information as set out in Regulation 17 read with Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 to the Board and Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Board Meetings:

The Board meets at least once in every quarter to discuss and decide on inter alia business strategies/policies and review the financial performance of the Company and its subsidiaries and other items on agenda. Additional meetings are held from time to time as and when necessary.

The notice of each Board Meeting is given in writing to each Director of the Company. The agenda along with the relevant notes and other material information are sent to each Director in advance and in exceptional cases tabled at the meeting.

Also, the Board Meetings of the Company have been held with proper compliance of the provisions of Companies Act, 2013, Listing Regulations and Secretarial Standards, as applicable thereon.

During the financial year 2018-19, Six (6) Board Meetings were held, at least one in every calendar quarter and the gap between two consecutive Board Meetings did not exceed one hundred and twenty (120) days. The dates on which the Board Meetings were held, are as follows:

18th May, 2018; 13th August, 2018; 14th November, 2018; 04th December, 2018; 12th February, 2019 and 06th March, 2019.

Board Support

The Company Secretary attends the Board / Committee meetings and advises on compliances with applicable laws and governance.

Number of shares held by Non-Executive Directors (Independent Directors) as on 31st March, 2019:

None of the Independent Directors hold any shares of the Company.

Familiarisation Programme:

All Independent Directors are experienced and competent in their respective field. They actively participate in the Board and Committees which gives significant value addition in the decision making process. The Company has formulated a policy to familiarise the independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. The details of such familiarisation programmes imparted to independent Directors are regularly updated on the website of the Company. Web link is <https://www.aglasiangranito.com/investor-relation>

Chart or Matrix setting out the Skills/Expertise/Competence of the Board:



List of core Skills / Expertise / Competence of the Board:

The Board comprises of persons with varied experiences in different areas who bring in the required skills, competence and expertise that allows them to make effective contribution to the Board and its committees.

The following list summarizes the key skills, expertise and competence that the Board thinks is necessary for functioning in the context of the Company's business and sector and which in the opinion of the Board, its members possess:

1. Commercial
2. Finance
3. Sales and marketing
4. Research and Development
5. Ceramic Industry
6. General Administration and Human Resources and
7. Legal and Corporate Laws.

Meeting of Independent Directors:

The Independent Directors of the Company meet once in a calendar year without the presence of Executive Directors and Management Personnel. During the year under review, the meeting of Independent Directors was held on 12th February, 2019, inter alia to:

- i. Review the performance of non-independent Directors and the Board as a whole;

- ii. Review the performance of the Chairman of the Board, taking into account the views of executive Directors and non-executive Directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as Independent Director during the year under review and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. In the opinion of the Board, the Independent Directors of the Company fulfills conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the management of the Company.

The Company issued formal letter of appointment to independent Directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the Company <https://aglasiangranito.com/AGMReference/Draft%20letter%20of%20Appointment.pdf>.

Reasons for the resignation of an Independent Director:

Due to pre-occupancy and disqualification by Ministry of Corporate Affairs u/s 164 (2), Mr. Ajendrakumar Patel, an Independent Director (DIN: 02284744) has been resigned from the office of the Director of the Company w.e.f. 14th November, 2018.

Due to pre-occupancy, Mr. Satish Yeshwant Deodhar, an Independent Director (DIN: 07766673) has been resigned from the office of the Director of the Company w.e.f. 05th December, 2018.

Due to certain unforeseen personal reasons and circumstances, Mr. Vishwavir Saran Das, an additional Independent Director (DIN: 03627147) has been resigned from the office of the Director of the Company w.e.f. 19th January, 2019.

BOARD COMMITTEES:

Presently the Company has five committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Administrative Committee.

Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below:

3. AUDIT COMMITTEE:

The Company has complied with the requirements of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 as regards composition of Audit Committee.

Terms of reference of Audit Committee:

The principal terms of reference of the Committee as approved by the Board and as revised / updated from time to time by the Board as per Provisions of Companies Act, 2013 read with Listing Regulations inter alia includes the following:

1. Financial Information Review

- i. 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.
- ii. To examine the financial statement and the auditors' report thereon.
- iii. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - A. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report;
 - B. Changes, if any, in accounting policies and practices and reasons for the same;
 - C. Major accounting entries involving estimates based on the exercise of judgment by management;
 - D. Significant adjustments made in the financial statements arising out of audit findings;
 - E. Compliance with listing and other legal requirements relating to financial statements;
 - F. Disclosure of any related party transactions; and
 - G. Modified opinion(s) in the draft audit report.
- iv. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- v. 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 steps in this matter.

- vi. To review the utilization of loans and / or advances from / investment by the Company in the subsidiary exceeding ₹ 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
- vii. To review the following details mandatorily:
 - A. Management discussion and analysis of financial condition and results of operations;
 - B. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - C. Management letters / letters of internal control weaknesses issued by the Statutory Auditors if any;
 - D. Internal audit reports relating to internal control weaknesses.
 - E. The appointment, removal and terms of remuneration of the Chief Internal Auditor.
 - F. Statement of deviations:
 - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of Listing Regulations.
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7) of Listing Regulations.
- viii. To review the financial statements of unlisted subsidiary companies, and in particular, the investments made by them.

2. Internal Controls and Policies For Maintaining Vigil

- i. Scrutiny of inter-corporate loans and investments.
- ii. Valuation of undertaking's or assets of the Company, wherever it is necessary.
- iii. Evaluation of Internal Financial Controls and Risk Management systems.
- iv. 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.
- v. 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.

- vi. To review the functioning of the Whistle Blower (Vigil) mechanism.
- vii. To approve the appointment of Chief Financial Officer (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- viii. Investigate any activity within its terms of reference and any matters referred to it by the Board.
- ix. To review the frauds reported by the Statutory Auditors, Cost Auditors and Secretarial Auditors, if any.
- x. Monitoring the end use of funds raised through public offers and related matters.
- xi. Reviewing with the Auditors and Management, if required, about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and any related issues there with.

3. Relationship with Statutory, Internal & Cost Auditors

- i. Recommend to the Board for appointment, remuneration and terms of appointment of Auditors of the Company.
- ii. Approval of payments to Statutory Auditors for any other services rendered by them.
- iii. Review and monitor the auditor's independence and performance and effectiveness of audit process.
- iv. 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.
- v. 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.
- vi. Discussion with Internal Auditors of any significant findings and follow up there on.
- vii. Reviewing, with the management, performance of Statutory and Internal Auditors of the internal control systems.

4. Risk Management

- i. Review procedures for risk assessment and minimization for informing the same to the Board.
- ii. Framing and recommending to the Board the Risk Management Policy and Plan.

iii. Monitoring and reviewing the risk management plan including inter-alia cyber security.

5. Related Party Transactions

- i. Approval or any subsequent modification of transactions of the Company with related parties.
- ii. To lay down the criteria for granting the omnibus approval in line with the policy on related party transactions.
- iii. To review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given.

- Other Functions:

- (i) Perform other activities related to this Charter as requested by the Board of Directors.

(ii) Carry out additional functions as is contained in the listing agreement or other regulatory requirements applicable to the Company or in the terms of reference of the Audit Committee.

(iii) Institute and oversee special investigations as needed.

(iv) Monitors implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 1992.

The Committee held Six Meetings during the financial year 2018-19 i.e. 17th May, 2018; 11th August, 2018; 13th November, 2018; 04th December, 2018; 11th February, 2019 and 6th March, 2019.

Composition of Audit Committee and attendance of each member during the meetings held in financial year 2018-19 are given below:

Name of the Committee Members	Designation	Category	No. of Meetings Attended during the year 2018-19
Mr. Hemendrakumar C. Shah	Chairman	Independent and Non-Executive Director	6
Dr. Satish Deodhar	Member	Independent and Non-Executive Director	3
Mr. Kamleshbhai Patel	Member	Promoter, and Executive Director	6
Mr. P.R Chaudhari	Member	Independent and Non-Executive Director	2
Dr. Indira Nityanandam	Authorised Representative	Independent and Non-Executive Director	1

Dr. Satish Deodhar had given the authority to Dr. Indira Nityanandam to attend the meeting of Audit Committee held on 13th November, 2018 and Dr. Indira Nityanandam had attended the same during the FY 2018-19.

Mrs. Renuka A. Upadhyay, Company Secretary and Compliance officer acts as Secretary to this Committee.

The Chairman of the Committee has attended the last Annual General Meeting of the Company held on 18th September, 2018.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Company has complied with the requirements of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013 as regards composition of Nomination and Remuneration Committee.

Terms of reference of Nomination and Remuneration Committee:

The role of the Nomination and Remuneration Committee is to recommend to the Board, the remuneration package for the Managing/ Executive Directors and senior officials just one level below the Board. The committee functions as follows:

1. To evaluate and recommend the composition of the Board of Directors and sub-committees thereof.
2. To identify persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down, recommend to the Board their appointment and removal.
3. To determine 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.
4. To specify the manner for effective evaluation of Board, its Committees and individual Directors

- to be carried out either by the Board, by the Committee or by an independent external agency and review its implementation and compliance.
5. Devising a Policy on Board Diversity.
 6. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
 7. To recommend a Policy to the Board relating to the remuneration for the Directors, KMP and other employees, for its approval.
 8. The Committee shall, while formulating the policy, ensure the following:
 - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
 - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Senior Management for the above purpose shall mean personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the CEO/MD/ WTD/ Manager (including CEO/Manager, not part of the Board) and shall specifically include CS and CFO.
 9. To recommend to the Board remuneration proposed to be paid, to Executive Directors, Non-executive Directors (other than Independent Directors), Whole-time Key Managerial Personnel and Senior Management, with proper justification for such remuneration.
 10. To seek information from management and have full access to the Company's records relevant to its functioning in discharge of its obligations.
 11. To make recommendations to the Board on any matter within its purview, by passing appropriate resolutions.
 12. To note information on recruitment and remuneration of Senior Officers just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
 13. To formulate criteria for evaluation of performance of independent Directors and the Board of Directors.
 14. To recommend the Board, all remuneration, in whatever form, payable to senior management.
 15. To undertake related activities, functions and duties as the Board of Directors may from time to time, after deliberations, prescribe or as may be required to be undertaken in terms of any statutory or regulatory provisions.
- On the recommendation of the Nomination and Remuneration Committee, the Board has, inter alia, approved the following evaluation criteria for the Independent Directors:
- Participation in Board in terms of adequacy (time & content);
 - Contribution at meetings;
 - Guidance / support to Management outside Board / Committee meetings;
 - Fulfilment of functions;
 - Independent views and judgment.
- The Committee held Six Meetings during the financial year 2018-19 i.e. 18th May, 2018; 13th August, 2018; 13th November, 2018; 04th December, 2018; 12th February, 2019 and 06th March, 2019.

Composition of Nomination and Remuneration Committee and attendance of each Director during the meetings held in financial year 2018-19 are given below:

Name of the Committee Members	Designation	Category	No. of Meetings Attended during the year 2018-19
Mr. Ajendrabhai Patel	Chairman during his tenure*	Independent and Non-Executive Director	3
Mr. Amrutbhai Patel	Member	Independent and Non-Executive Director	6
Mr. Hemendrakumar C. Shah	Member	Independent and Non-Executive Director	6
Mr. Mukesh M. Shah	Chairman w.e.f. 14 th November, 2018	Independent and Non-Executive Director	3

* Mr. Ajendrakumar Patel has resigned from the office of Director of the Company w.e.f. 14th November, 2018.

Performance Evaluation of Board:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company, the assessment of time devoted by the Board on the Company's long term goals and strategies, Board effectiveness, quality of discussions at the meetings of the Board, time spent, quality of discussions and various criteria as recommended by Nomination and Remuneration Committee of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. Structured questionnaires were prepared to evaluate the performance of the Board as a whole, individual performance of each Director and self – assessment carried out by the Directors. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The overall outcome of this exercise to evaluate effectiveness of the Board and its Committees was positive and members expressed their satisfaction.

5. DETAILS OF REMUNERATION OF DIRECTORS FOR THE YEAR ENDED 31ST MARCH, 2019:

(Amount in ₹)

Name of Director	Salary & Perquisites and other allowance	Commission	Sitting Fees	Total
Mr. Kamleshbhai Patel	41,38,200	0	0	41,38,200
Mr. Mukeshbhai Patel	33,22,200	0	0	33,22,200
Mr. Sureshbhai Patel	28,51,200	0	0	28,51,200
Mr. Bhaveshbhai Patel	20,41,200	0	0	20,41,200
Mr. Kanubhai Patel	21,23,200	0	0	21,23,200
Mr. Bhogibhai Patel	13,84,200	0	0	13,84,200
Mr. Ajendrabhai Patel	0	0	30,000	30,000
Mr. Amrutbhai Patel	0	0	40,000	40,000
Mr. Premjibhai Chaudhari	0	0	60,000	60,000
Dr. Indira Nityanandam	0	0	40,000	40,000
Mr. Hemendrakumar Shah	0	0	1,60,000	1,60,000
Dr. Satish Deodhar	0	0	1,50,000	1,50,000
Mr. Mukesh M. Shah	0	0	1,00,000	1,00,000
Mrs. Dipti Mehta	0	0	50,000	50,000

Criteria for making Payments to Non-Executive Directors:

Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/ Company's operations and the Company's capacity to pay the remuneration.

Non-Executive Directors ("NED") may be paid sitting fees for attending the meetings of the Board and of committees of which they may be members within regulatory limits. Quantum of sitting fees may be subject to review on a periodic basis, as required.

Within the parameters prescribed by law, the payment of sitting fees will be recommended by the NRC and approved by the Board.

Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives). Overall

remuneration practices should be consistent with recognised best practices.

In addition to the sitting fees, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organised by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a Director.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company has complied with the requirements of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

Terms of reference of Stakeholders Relationship Committee:

- The Committee shall resolve complaints related to transfer/transmission of shares, non-receipt of annual report and non-receipt of declared dividends, general meetings, approve issue of new/duplicate certificates and new certificates on split/consolidation/renewal etc., approve transfer/transmission, dematerialization and re-materialization of equity shares in a timely manner and oversee the performance of the Registrar and Transfer Agents and recommend measures for overall improvement in the quality of investor services.
- The Committee shall review the measures taken for effective exercise of voting rights by shareholders.
- The Committee shall review the adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- The Committee shall review 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.
- The Committee shall perform any other function required under the (i) Indian Companies Act, 2013 and rules framed thereunder (ii) the equity listing agreement entered into between Asian Granito India Limited and the stock exchanges on which its equity shares are listed or by the Board and (iii) SEBI regulations, or any other applicable law from time to time.
- The Committee shall periodically provide updates to the Board.
- The Committee may consult with other committees of the Board, if required, while discharging its responsibilities.
- The Committee shall monitor and review on an annual basis the Company's performance in dealing with Stakeholder grievances.
- The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- The Committee shall have access to any internal information necessary to fulfill its role.
- The Committee shall also have authority to appoint, remove, obtain advice and assistance from internal or external legal, accounting or other advisors.

The Committee has held Four Meetings during the financial year 2018-19 i.e. 18th May, 2018; 13th August, 2018; 13th November, 2018 and 12th February, 2019.

The Composition of Stakeholders Relationship Committee and the details of meetings attended by its members during the financial year 2018-19 are given below:

Name of the Committee Members	Designation	Category	No. of Meetings Attended during the year 2018-19
Dr. Indira Nityanandam	Chairperson	Independent and Non-Executive Director	3
Mr. Amrutbhai Patel	Member	Independent and Non-Executive Director	4
Mr. Kamleshbhai B. Patel	Member	Promoter, and Executive Director	4

The Committee considers and resolves the grievances of the security holders. The Committee also reviews the manner and time-lines of dealing with complaint letters received from Stock Exchanges/SEBI/Ministry of Corporate Affairs etc., and the responses thereto.

Mrs. Renuka A. Upadhyay, Company Secretary is the Secretary to the Committee and the Compliance Officer appointed for the compliance of capital market related laws.

The Details of Investor complaints received and resolved during the financial year 2018-19 is as under:

No. of Investor complaints received during the year	No. of Investors complaints resolved during the year	Investor complaints pending at the end of the year
0	0	0

During the year ended on 31st March, 2019, the Company has not received any complaints therefore no complaints outstanding as on 31st March, 2019. Normally all the complaints are disposed of within 30 days, if received.

Other Committees:**(i) Corporate Social Responsibility Committee:**

The Corporate Social Responsibility Committee mainly focused on to ensure that the Company is taking the appropriate measures to undertake and implement CSR projects successfully and has monitored the CSR Policy from time to time. To identify the areas of CSR activities and recommended the amount of expenditure to be incurred on such activities.

Terms of reference of Corporate Social Responsibility Committee:

- The Committee has reviewed the CSR Policy and associated frameworks, processes and practices of the Company and made appropriate recommendations to the Board.
- The Committee has ensured that the Company is taking the appropriate measures to undertake and implement CSR projects successfully and has monitored the CSR Policy from time to time.
- The Committee has identified the areas of CSR activities and recommended the amount of expenditure to be incurred on such activities.

In compliance with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder, the Company has framed a CSR Policy which is uploaded on the website of the Company www.aglasiangranito.com.

The CSR Report as required under the Companies Act, 2013 for the year ended 31st March, 2019 is attached to the Board's Report.

The Committee has held one meeting during the financial year 2018-19 i.e. 12th February, 2019.

Name of the Committee Members	Designation	Category	No. of Meetings Attended during the year 2018-19
Mr. Kamleshbhai B. Patel	Chairman	Promoter, Non – Independent and Executive Director	1
Mr. Mukeshbhai Patel	Member	Promoter, Non – Independent and Executive Director	1
Dr. Indira Nityanandam	Member	Independent and Non-Executive Director	1

(ii) Administrative Committee:

The Administrative Committee was constituted by the Board for considering matters routine in nature and matters require to be resolved between two Board Meetings of the Company such as decision on banking relations, delegation of operational powers, appointment of nominees under various statutes etc.

Terms of reference:

The terms of reference of this committee covers the matters prescribed under the Section 179 (3) (d) to (f) of the Companies Act, 2013 and other rules prescribed thereunder.

The Administrative Committee will also review all the matters prescribed under the Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Council of the Institute of Company Secretaries of India except matters which are exclusively reserved to be discussed and decided in the Board Meetings.

The Committee has held Seven Meetings during the financial year 2018-19 i.e. 12th April, 2018; 26th April, 2018; 30th July, 2018; 01st September, 2018; 26th December, 2018; 16th February, 2019 and 28th February, 2019.

Composition, Name of Members and Chairman, Meetings held during the year and attendance at meetings:

Name of the Committee Members	Designation	Category	No. of Meetings Attended during the year 2018-19
Kamleshbhai B. Patel	Chairman	Promoter, Non – Independent and Executive Director	7
Mukeshbhai Patel	Member	Promoter, Non – Independent and Executive Director	7
Bhavesbhai Patel	Member	Executive Director	7

Mrs. Renuka A. Upadhyay, Company Secretary and Compliance officer acts as Secretary to this Committee.

Purpose:

The Administrative Committee shall carry out the Board's power and responsibilities with respect to a) to borrow monies b) to invest the funds of the Company c) to grant loans or give guarantee or provide security in respect of loans d) monitor compliances with such other powers and responsibility mentioned above or as may be stated herein.

- i. To borrow funds not exceeding ₹500 Crores from Banks, Institutions, Companies, Corporations, Societies, Firms, Person or Persons on behalf of and for the Company.
- ii. To grant loans, give guarantees or provide securities in relation to loans availed by other bodies corporate including but not limited to the Company's subsidiaries and to invest Company's funds by way of subscription, purchase or otherwise in the securities of other bodies corporate including but not limited to the Company's subsidiaries upto a limit of ₹ 300 Crores.
- iii. To open, close and operate the Bank Accounts held, in the name of the Company.
- iv. To hire or take on lease property of any kind for the purpose of Company's business at such rent and for such period and upon such conditions as it may think fit and proper for the purposes aforesaid, to execute all such agreements, leases and other documents as it shall think fit, which is in normal course of business not exceeding 10% of net worth or 10% of turnover and subject to approval of the Board in a duly convened Board Meeting as and when required as per applicable laws.
- v. To authorize the Director/s, Officer/s and/ or other person or persons on behalf the Company to represent the Company before Central and/or State Government(s), Govt. Departments, local bodies, Court of law and other authorities for registration, filing of returns & documents, obtaining of forms, etc. and doing all other acts, deeds and things as may be required to be done from time to

time on behalf of the Company, and subject to approval of the Board in a duly convened Board Meeting as and when required by the applicable laws.

- vi. To give authority to any person/(s) for any legal matter for signing Vakalatnama, various papers/ documents, power of attorneys as may be required for any legal case.
- vii. To open Branch offices and give authority to any person to carry out legal formalities for such offices.
- viii. To apply for registration/license of/for the Company with/from various authorities of any state or centre including provident fund authorities, pollution control Board/ authorities, labour department, land revenue department, sales tax authorities, income tax authorities, shops & establishment authorities, customs & central excise authorities, the Director General of Foreign Trade and to do or perform all acts & deeds relating to such matter.
- ix. To purchase motor vehicles in the name of the Company and to authorize officials of the Company to sign documents for registration of motor vehicles and to do all acts and things for the transfer of any such motor vehicles.
- x. To enter into agreements with banks or financial institutions to transact spot and forwards in foreign exchange and enter into interest rate and foreign currency swaps, options and any derivatives that may from time to time be used as tools to hedge the Company's interest and foreign exchange exposures.
- xi. To enter into agreement with agencies as may be required as per statutory act, Rules and regulation i.e. pollution control and gas etc.
- xii. To do all such acts as required under companies act in day to day affairs except as statutory required under companies acts 2013.

The committee reports to the Board and the minutes of these meetings are placed before the Board for Confirmation.

7. GENERAL BODY MEETINGS:

The details of last three Annual General Meeting of the Company held are given below:

Financial Year	Location of the Meeting	Date and Time	Special Resolution Passed
2015-16	AMA Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015	23 rd September, 2016 11:00 A.M	NIL
2016-17	H T Parekh Convention Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015	21 st September, 2017 11:00 A.M	NIL
2017-18	H T Parekh Convention Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015	18 th September, 2018 11:00 A.M	(1) To advance loan or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested. (2) Approval of Loan and Investment by Company exceeds the limits.

Two special resolutions were passed during the last three Annual General Meetings. There were no resolutions passed through postal ballot last year.

The details of Extra Ordinary General Meeting of the Company held in Financial Year 2018-19 are given below:

Financial Year	Location of the Meeting	Date and Time	Special Resolution Passed
2018-19	H T Parekh Convention Hall, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015	03 rd January, 2019 10:00 A.M	Issue of Warrants, Convertible into Equity Shares on Preferential Basis

8. MEANS OF COMMUNICATION TO SHAREHOLDERS:

- (a) The quarterly, half-yearly and annual financial results of the Company are disseminated to the Stock Exchanges immediately through permitted mode after these have been approved by the Board. These are widely published in eminent daily newspapers like The Financial Express and The Indian Express (both English and in vernacular language newspaper) and also uploaded on Company's website: www.aglasiangranito.com. The web link is as under <https://www.aglasiangranito.com/investor-relation>
- (b) Company's official news releases and presentation made to the Institutional Investors and analyst are sent to the Stock Exchanges and the same is made available on the Company's Website. The web link is as under <https://www.aglasiangranito.com/investor-relation>
- (c) Company sends soft copies of Annual Report to those shareholders whose email IDs are registered with the Depository Participants and / or with the Company's Registrars and Transfer Agents, unless opted by them to get the physical copy, to support the "Green Initiative in Corporate Governance", an initiative taken by the Ministry of Corporate Affairs. Your Company encourages its shareholders to register/ update the e-mail ids for communication purpose thereby contributing to the environment.
- (d) The "Investors" section on the website gives information relating to financial results, annual reports, shareholding pattern. Information about unclaimed dividends is also available on the website of the Company.
- (e) Material events or information, as detailed in Regulation 30 of the Listing Regulations, are disclosed to the Stock Exchanges by filing them with NSE through NEAPS and with BSE through BSE Online Portal. They are also displayed on the Company's website.
- (f) Management discussion & analysis is a part of Annual Report attached herewith.

9. GENERAL SHAREHOLDERS INFORMATION:

Company Registration Details:

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L17110GJ1995PLC027025.

(a) 24th Annual General Meeting:

Date & Time	Monday, 30 th September, 2019 at 11:00 A.M.
Venue	AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015.

(b) Tentative Financial Calendar for the financial year – 1st April, 2019 to 31st March, 2020

First Quarterly Result	On or before 14 th August, 2019
Second Quarterly Result	On or before 14 th November, 2019
Third Quarterly Result	On or before 14 th February, 2020
Fourth Quarter and year end Result	On or before 30 th May, 2020

Date of Book Closure:

Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (Both days inclusive).

- (c) Dividend Payment date:** The proposed dividend, if approved at the ensuing AGM will be paid to all eligible shareholders within 30 days from the date of declaration.

f) Market Price Data:

The closing market price of equity share on 29th March, 2019 (last trading day of the year) was ₹ 248.05 on BSE and ₹ 246.15 on NSE.

The monthly movement of equity share prices during the year ended 31st March, 2019 at BSE and NSE are summarized below:

Month	BSE			NSE		
	High (₹)	Low (₹)	Total number of shares traded	High (₹)	Low (₹)	Total number of shares traded
April-18	520.00	454.00	1,26,516	515.00	452.15	6,94,736
May-18	480.65	418.00	1,13,567	482.80	415.05	7,85,874
June-18	425.00	299.00	2,09,992	425.05	298.15	19,70,948
July-18	327.00	275.00	1,80,249	328.30	277.15	18,13,130
August-18	309.60	221.15	8,76,265	307.50	221.00	49,55,072
September-18	245.00	179.20	2,55,497	237.80	179.20	12,00,644
October-18	196.70	156.05	1,69,846	197.00	156.05	14,85,403
November-18	209.65	168.00	2,44,352	209.90	167.05	16,89,136
December-18	209.50	162.25	2,32,270	209.90	162.20	25,71,271
January-19	177.50	130.00	10,22,465	178.00	130.05	37,31,171
February-19	181.00	147.00	3,16,252	180.80	147.00	12,21,935
March-19	254.50	175.10	6,51,126	254.00	175.05	34,13,247

(d) Listing of Equity Shares on Stock Exchange:

At present, the equity shares of the Company are listed on the National Stock Exchange Limited (NSE- Scrip Code: ASIANTILES) and the Bombay Stock Exchange Limited (BSE- Scrip code: 532888). The Company has paid till date, appropriate listing fees to both the stock exchanges where the Company's equity shares are listed.

National Stock Exchange of India Limited

Exchange Plaza, Plot No. – C/1, G – Block,
Bandra- Kurla Complex,
Bandra (E), Mumbai – 400051

Bombay Stock Exchange Limited

2nd Floor, P. J. Towers, Dalal Street, Fort,
Mumbai – 400001

Payment of Depository Fees:

Annual Custody / Issuer fee for the FY 2019-20 has been paid by the Company to Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL).

(e) Stock Code:

Bombay Stock Exchange (Scrip Code): **532888**

National Stock Exchange (Trading Symbol):
ASIANTILES

ISIN Number for Equity Shares: **INE022I01019**

(g) Performance in comparison:

Chart A: Asian Share Performance v/s BSE Sensex:

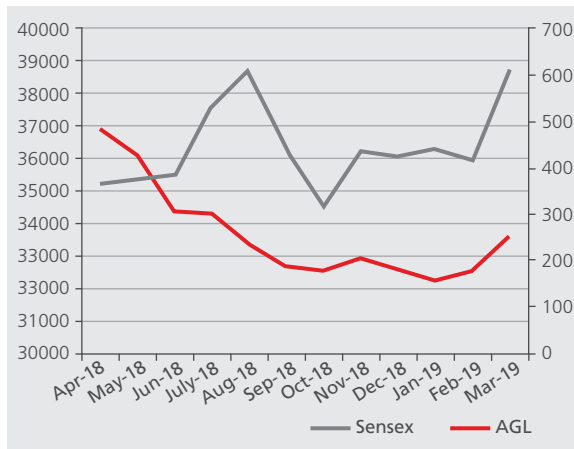
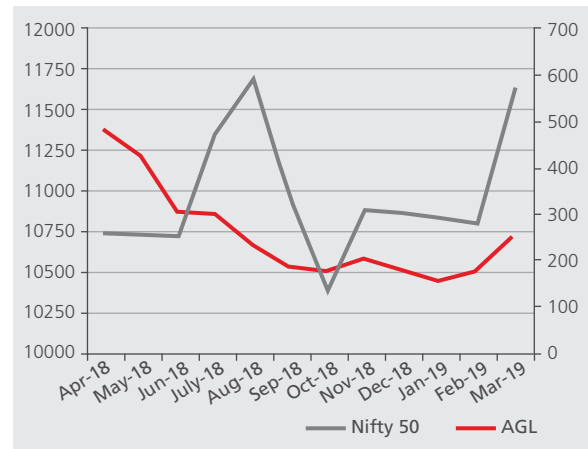


Chart B: Asian Share Performance v/s Nifty 50



(h) Registrar and Transfer Agent

Shareholders may contact the Company's Registrar and Share Transfer Agent (for both physical and demat segments) at the following address for any assistance regarding dematerialization of shares, share transfers, transmission, change of address, non-receipt of annual report and any other query relating to the shares of the Company:

Link Intime India Pvt. Ltd.

506 to 508, Amarnath Business Centre - I (ABC - I),
Besides Gala Business Centre,
Near St. Xavier's College Corner,
Off C G Road, Ellisbridge
Ahmedabad, Gujarat, 380006
Tel. 079 26465179/86/87
E-mail: ahmedabad@linkintime.co.in
Web site: www.linkintime.co.in

(i) Share Transfer System

To expedite the transfer of shares held in physical mode the powers to authorise transfers have been

delegated to specified officials of the RTA and Company. The applications and request received by the Registrar and Share Transfer Agent for the transfer of shares held in physical form are processed and the share certificate for the same are sent to the transferee within the stipulated period. The details of transfers / transmission approved by the delegates are noted by the Stakeholders Relationship Committee at its next meeting. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the certificate with the Stock Exchanges.

The Company has signed necessary agreements with two depositories currently functional in India viz. National Securities Depository Limited & Central Depository Services (India) Limited. The transfer of shares in electronic mode need not be approved by the Company.

(j) Distribution of Shareholding as on 31st March, 2019

Shareholding	Holders	Percentage of Holders	No. of shares	Percentage of Holding
Upto 500	22,604	93.1356	18,99,631	6.314
501 to 1000	783	3.2262	6,26,763	2.083
1001 to 2000	361	1.4874	5,42,245	1.802
2001 to 3000	133	0.5480	3,36,122	1.117
3001 to 4000	54	0.2225	1,91,066	0.635
4001 to 5000	42	0.1731	2,01,399	0.669
5001 to 10,000	94	0.3873	6,95,456	2.311
10001 and above	199	0.8199	2,55,94,764	85.068
Total	24,270	100	3,00,87,446	100

Shareholding pattern as on 31st March, 2019

Category Code	Category	Total Shares	% of Share Capital
A	Shareholding of Promoter & Promoter Group		
	1. Indian Promoters	99,64,055	33.1170
	2. Foreign Promoters	0	0
	Sub – Total	99,64,055	33.1170
B	Public Shareholding		
	1. Institutions		
	- Financial Institutions/ banks	2,75,291	0.9150
	- Foreign Portfolio Investors	34,142	0.1135
	- Mutual Fund	18,06,984	6.0058
	- Alternate Investment Funds	6,59,153	2.1908
	2. Non Institutions		
	a. Bodies Corporate	48,39,984	16.0864
	b. Individuals		
	(i) Nominal Share Capital up to ₹ 2 Lakh	40,46,281	13.4484
	(ii) Nominal Share Capital in excess of ₹ 2 Lakh	62,86,170	20.8930
	c. Qualified Foreign Investor	0	0
	d. NBFC	7,036	0.0234
	e. Others		
	(i) Clearing member	6,85,135	2.2771
	(ii) Non Resident Indians (Repat)	1,52,823	0.5079
	(iii) Non Resident Indians (Non Repat)	37,874	0.1259
	(iv) Hindu Undivided Family	9,40,244	3.1250
	(v) Trusts	15,000	0.0499
	(vi) Other Directors	3,35,641	1.1156
	(vii) IEPF	1,633	0.0054
	Sub Total	2,01,23,391	66.883
	Total	3,00,87,446	100

(k) Dematerialisation of Shares and Liquidity

The equity shares of the Company are available under dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company's equity shares are compulsorily traded in dematerialized form. The ISIN No. of the Company is INE022101019.

As on 31st March, 2019, 3,00,86,961 equity shares of the Company have been dematerialised representing 99.99% of the total shares.

Physical/NSDL/CDSL/Summary Report as on 31st March, 2019:

Particulars	Shares	Percentage (%)
PHYSICAL	485	0.001
NSDL	1,54,86,164	51.47
CDSL	1,46,00,797	48.52
TOTAL	3,00,87,446	100.00

(n) Plant Locations

1. Ceramic Zone, Katwad Road, At & Po. Dalpur, Taluka Prantij 383 120, Dist. Sabarkantha	2. B/h. Sardar Plant Idar -383430 Dist. Sabarkantha	3. Plot No. 767, Nr. JTI, Kheda Dholka Highway Radhu, Dholka, Dist: Kheda
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(l) Outstanding GDRs / ADRs / warrants or any convertible instrument, conversion date and likely impact on the equity

As on 31st March, 2019, the Company has not issued GDRs, ADRs, or any other convertible instruments and as such there is no impact on the equity share capital of the Company.

(m) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

The Company transacts business in foreign currencies (primarily USD and EUR). Consequently, the Company has foreign currency trade payables and receivables and is therefore exposed to foreign exchange risk. The Company manages its foreign currency risk by following policies approved by the Board as per established risk management policy. The details of foreign currency exposure as on 31st March, 2019 is provided in Note No. 33 of the Financial Statements for the year ended 31st March, 2019.

(o) Address for correspondence:

Shareholder's correspondence should be addressed either to the Registered office of the Company or to the Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent as stated below.

Registered Office

202, Dev Arc, Opp. Iscon Temple,
S. G. Highway,
Ahmedabad – 380015
Telephone No.-91 79 66125500/698
Fax No.-91 79 66125600/ 66058672
Email-info@aglasiangranito.com
CIN: L17110GJ1995PLC027025

Link Intime India Pvt. Ltd.

506 to 508, Amarnath Business Centre - I (ABC - I),
Besides Gala Business Centre,
Near St. Xavier's College Corner,
Off C G Road, Ellisbridge
Ahmedabad, Gujarat, 380006
Tel. 079 26465179/86/87
E-mail: ahmedabad@linkintime.co.in
Website: www.linkintime.co.in

(p) Credit Rating:**ICRA Credit Rating for ₹ 312.00 Crore Lines of Credit (Details of Instrument in Annexure):**

During the year under review, ICRA Limited ("ICRA") has retained the long term rating at **[ICRA] A** (pronounced ICRA A) and the short term rating at **[ICRA] AI** (pronounced ICRA A one) on the captioned Line of Credit of your Company. The Outlook on the long term rating has revised from Stable to Negative.

Annexure:

Details of Bank Limits Rated by ICRA (Rated on Long-Term Scale)	Amount (₹ crore)	Rating	Rating Assigned on
State Bank of India - Cash Credit	140.00	[ICRA] A (Negative)	5 th December, 2018
IndusInd Bank - Cash Credit	20.00	[ICRA] A (Negative)	5 th December, 2018
HDFC Bank - Cash Credit	40.00	[ICRA] A (Negative)	5 th December, 2018
Kotak Bank - WCDL	20.00	[ICRA] A (Negative)	5 th December, 2018
State Bank of India - Term Loan	3.90	[ICRA] A (Negative)	5 th December, 2018
IndusInd Bank - Term Loan	5.19	[ICRA] A (Negative)	5 th December, 2018
Kotak Bank - Term Loan	5.20	[ICRA] A (Negative)	5 th December, 2018
Unallocated Limits	11.87	[ICRA] A (Negative)	5 th December, 2018
Total	246.16		

Details of Bank Limits Rated by ICRA (Rated on Short-Term Scale)	Amount (₹ crore)	Rating	Rating Assigned on
State Bank of India- Letter of Credit/ Bank Guarantee	25 .00	[ICRA] AI	5 th December, 2018
IndusInd Bank - Letter of Credit/ Bank Guarantee	40.00	[ICRA] AI	5 th December, 2018
State Bank of India – Credit Exposure Limit	0.84	[ICRA] AI	5 th December, 2018
Total	65.84		

10. DISCLOSURES:

The Company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the Company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not

have any material financial and commercial interest in transactions with the Company at large.

(a) Related Party Transactions:

All transactions entered into with Related Parties as defined under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and comply with the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Indian

Accounting Standards (Ind AS-24) has been made in the notes to the Financial Statements.

The Board has reviewed and approved a new policy for related party transactions on 06th March, 2019, which has been uploaded on the Company's website. The web link is <https://aglasiangranito.com/policies/RELATED%20PARTY%20TRANSACTION%20POLICY.pdf>

- (b) There were no instances of non-compliance, penalties or strictures imposed on the Company by Stock Exchanges, SEBI or other statutory authority of any matter related to the Capital Market during the last three years.

(c) Vigil Mechanism / Whistle Blower Policy:

Pursuant to Section 177(9) and (10) of Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy with vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. No complaint has been received during the year 2018-19.

The Company has adopted new vigil mechanism/whistle blower policy as on 06th March, 2019 and details of establishment of vigil mechanism have been disclosed by the Company on its website i.e. [https://aglasiangranito.com/policies/Whistle Blower Policy New NEW.pdf](https://aglasiangranito.com/policies/Whistle%20Blower%20Policy%20NEW.pdf) and in the Board's Report.

(d) Details of Compliances with Mandatory and Non mandatory Requirements:

Mandatory Requirements:

The Company has fully complied with the applicable mandatory requirements of SEBI Listing Regulations.

Adoption of non-mandatory requirements under SEBI Listing Regulations:

The Board:

The Company has appointed an executive chairman, being the promoter of the Company.

Shareholders Rights:

The quarterly and half-yearly financial results are published in widely circulated dailies and also displayed on Company's website

www.aglasiangranito.com, the same are not being sent separately to each household of the shareholders.

Website:

The Company's website (www.aglasiangranito.com) contains a separate dedicated section 'Investor Relations' where Shareholders' information is available.

NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre ("Listing Centre"):

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

No complaint from any investors during the year has been registered on the SCORES.

Audit Qualification:

The Audit Reports on the Financial Statements for the year ended 31st March, 2019 do not contain any modified opinion.

Separate posts of Chairman and CEO/ Managing Director:

As per the Articles of Association of the Company and in accordance with the provisions of the Companies Act, 2013, the Company continues to appoint one person as Chairman & Managing Director of the Company.

Reporting of Internal Auditor:

The internal auditor reports to Audit Committee.

(e) Subsidiary Companies:

As on date Company does have one material unlisted Indian subsidiary Company Crystal

Ceramic Industries Private Limited in terms of Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One of the Independent Director on our Board is also on the Board of material subsidiary as per Listing Regulation provisions. The minutes of the Board meetings of the subsidiary companies are placed at the meeting of the Board of Directors of the Company on periodical basis. The Audit Committee reviews the financial statements including investments made by the unlisted subsidiary companies of the Company.

The Board of Directors of the Company has approved a policy for determining "material" subsidiaries. The said Policy has been placed on the website of the Company and can be accessed through the following link: <https://aglasiangranito.com/policies/MATERIAL%20SUBSIDIARY%20POLICY%20OF%20ASIAN%20GRANITO%20INDIA%20LIMITED.pdf>

- (j) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

(a) No. of complaints filed during the financial year	(b) No. of complaints disposed of during the financial year	(c) No. of complaints pending as on the end of the financial year
0	0	0

- (k) **Ethics/ Governance policies:**

1. Code of Business Conduct and Ethics

In compliance with the Listing Regulations and the Companies Act, 2013, the Company has framed and adopted a Code of Business conduct and Ethics ('the code'). The Company has in place a comprehensive Code of Conduct applicable to all employees and Directors. The code gives guidance and support needed for ethical conduct of business and compliance of laws.

A Code of Business Conduct and Ethics is available on the Company website www.aglasiangranito.com

The code has been circulated to Directors and management personnel.

2. Insider Trading Code

The Company has adopted the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing in the shares of the Company. The code is applicable to

- (f) No preferential allotment of the shares made during the FY 2018-19.

- (g) The Company has received certificate from Rajesh Parekh & Co., Practicing Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board / Ministry of Corporate Affairs or any such Statutory Authority.

- (h) There is no instances where the Board has not accepted any recommendations of any committee of the Board, which is mandatorily required in the Financial Year 2018-19.

- (i) During the year, Total fees of ₹ 19.97 lakhs have been paid to the Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part by the Company and its Subsidiaries on a consolidated basis.

Promoters, Promoters Group, all Directors, Key Managerial Persons, Connected Persons and Designated Persons and their immediate Relatives who are expected to have access to unpublished Price Sensitive Information relating to the Company. The Company Secretary is the Compliance officer for monitoring the adherence to the said regulations.

3. Policy on Material Subsidiary

The Company has adopted a policy on material subsidiaries. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiaries is available on the website of the Company <https://aglasiangranito.com/policies/MATERIAL%20SUBSIDIARY%20POLICY%20OF%20ASIAN%20GRANITO%20INDIA%20LIMITED.pdf>

4. Related Party Transactions

In line with requirement of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Related Party Transaction Policy. This policy is also available at Company's website at <https://aglasiangranito.com/policies/RELATED%20PARTY%20TRANSACTION%20POLICY.pdf>

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, a statement on all related party transactions is presented before the Audit Committee on a quarterly basis for its review.

5. Policy on Determination of Materiality

The Company has adopted the Policy on Determination of Materiality and the same is also uploaded at the website of the Company <https://aglasiangranito.com/policies/Policyondetermination.pdf>

6. Policy on Preservation of Documents

The Company has adopted the Policy on Preservation of Documents and the same is also uploaded at the website of the Company <https://aglasiangranito.com/policies/Policy%20on%20preservation%20of%20documents.pdf>

(l) Code of Conduct for Board members and Senior Management

Code of Conduct adopted by the Company has been posted on the website of the Company <https://www.aglasiangranito.com/investor-relation>. The members of the Board and senior Management of the Company have submitted their affirmation on compliance with the Code for the effective period. The declaration by the Executive Chairman to that effect forms part of this report as **Annexure 1**.

(m) Code of Conduct for Prevention of Insider Trading

In compliance with the SEBI Regulations on Prevention of Insider Trading and amendments thereto, the Company has in place the Code of Conduct to Regulate, Monitor and Report Trading by Insiders to avoid any insider trading and it is applicable to all the Directors, officers, KMPs, Designated employees, their dependent relatives and connected persons who are expected to have access to the unpublished price sensitive information relating to the Company. The Company has also defined the policy for determination of legitimate purposes. The Company lays down the guidelines which advises them on procedures to be followed and disclosures to be made, while dealing in shares of the Company. The Company has also maintained a structured Digital Database to curb the trading by insiders. The new code of conduct for prevention of insider trading is adopted on 12th February, 2019 by Board of Directors and the same has been hosted on the web site of the Company. The web link is as follows: https://aglasiangranito.com/code_of_conduct/code_of_conduct4.pdf

(n) CEO and CFO certification

The Chairman and Managing Director (CEO) and Chief Financial Officer (CFO) of the Company give an Quarterly certificate on financial reporting and internal controls to the Board in terms of Regulation 17(8) and Regulation 33 (2) (a) of the Listing Regulations.

(o) Accounting Standards/Treatment

The Company has complied with the applicable Accounting Standards specified u/s 133 of the Companies Act, 2013. The financial statements for the year have been prepared in accordance with and in compliance of schedule III notified by the Ministry of Corporate Affairs (MCA).

(p) Going Concern

The Directors are satisfied that the Company has adequate resources to continue its business for the foreseeable future and consequently consider it appropriate to adopt the going concern basis in preparing the financial statements.

(q) Share Capital Audit Report

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital for the quarter ended is being carried out by M/s. Shilpi Thapar and Associates (CP No.: 6779, FCS: 5492), Practising Company Secretaries with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to Stock Exchanges.

(r) Secretarial Audit Report

A secretarial audit report for the year 2018-19 carried out by M/S Shilpi Thapar and Associates, (COP No.:6779, FCS: 5492), Company Secretaries is annexed to the Directors Report and forms a part of the Annual Report.

(s) Unpaid / Unclaimed Dividend

All the unpaid / unclaimed dividend up to the financial year 2010-11 has been transferred to Investor Education and Protection Fund (IEPF). No claims will lie against the Company or the Fund in respect of unclaimed amount so transferred.

The unclaimed dividend declared in respect of the financial year 2011-12 is due to be transferred to the Investor Education and Protection Fund.

(t) Transfer of Shares to Investor Education and Protection Fund

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and Investor

Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs and its amendment made from time to time, Company has issued Newspaper advertisement on 03rd July, 2018 and Company has send individual notices to the shareholders on 14th June, 2018 for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more. Those shareholders who have not

claimed their shares, such shareholders' shares have been transferred to the Investor Education and Protection Fund on 28th November, 2018. Shareholders are requested to note that shares transferred to IEPF, including all benefits accruing on such shares, if any can be claimed back from the IEPF Authority after following the procedure prescribed under the said rules. The procedure is also available on the website of the Ministry of Corporate Affairs at www.iepf.gov.in.

Details of Shares which have been transferred to IEPF Suspense Account by 28th November, 2018:

Sr. No.	Name	Folio Number or DP ID – Client ID	No. of equity Shares
1	Manasangbhai Devjibhai Rathod	1203380000040467	363
2	Pratap Pramanick	1203450000094468	50
3	Mamta Dixit	1203840000533720	50
4	Panchal Dinesh Nagardas	IN30097410832528	30
5	Kailash Yadav	IN30105510557874	100
6	Davendra Kumar	IN30267930530564	100
7	Gopal K	IN30309310126708	50

Accordingly, the Company will transfer shares of those shareholders on which dividend has not been paid or claimed for seven consecutive years. Shareholders are requested to claim their unclaimed/unpaid dividend immediately.

(u) Disclosure in Respect of Equity shares transferred in the 'Asian Granito India Limited- Unclaimed Suspense Account' is as under

241 shares and 60 shares has been transferred to IEPF as on 15th December, 2017 (2017-18) therefore aggregate number of shareholders and outstanding shares in the Asian Granito India Limited - Unclaimed Suspense Account during the FY 2018-19 is NIL.

(v) Reminder to Investors

Reminders for unclaimed shares, unpaid dividends which are going to be transferred to IEPF Account are sent to the shareholders as per records every year.

(w) Investor Services

For any assistance mail to: info@aglasianranito.com / cs@aglasianranito.com

(x) Location of the Depositories

National Securities Depository Limited

Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parle, Mumbai - 400013

Central Depository Services (India) Limited

Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai - 400001

(y) Compliance Officer / Nodal Officer of IEPF Authority

Renuka A. Upadhyay

Company Secretary and Compliance Officer

202, Dev Arc, Opp. Iscon Temple, S. G. Highway, Ahmedabad - 380015

E-mail: cs@aglasianranito.com

Phone No. : 079 - 66125500/698/699

Fax No. : 079 - 66058672/66125600

For and on behalf of the Board

Place: Ahmedabad
Date: 31st August, 2019

Kamleshbhai B. Patel
Chairman and Managing Director

ANNEXURE 1 TO CORPORATE GOVERNANCE REPORT

To
The Shareholders,

Affirmation of Compliance with Code of Business Conduct

I, Kamleshbhai Patel, Chairman and Managing Director, declare that the Board of Directors of the Company has received affirmation on compliance with the Code of Business Conduct for the period from 1st April, 2018 or the date of their joining the Company, whichever is later, to 31st March, 2019 from all Members of the Board and core management team comprising of the members of management one level below the Director and all functional heads.

Place: Ahmedabad
Date: 28.05.2019

Kamleshbhai B. Patel
Chairman and Managing Director

CEO & CFO CERTIFICATE

To the Board of Directors of Asian Granito India Ltd:

Shri Kamleshbhai B. Patel (CMD) and Shri Kalidasbhai J. Patel (CFO) of the Company hereby certify to the Board that:

- a. We have reviewed financial results for the quarter and year ended on 31st March, 2019 and that to the best of their knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Kamleshbhai B. Patel
Chairman & Managing Director

Kalidasbhai J. Patel
CFO

Asian Granito India Ltd.
Date: 28.05.2019
Place: Ahmedabad

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To the Members of
Asian Granito India Limited

We have examined the compliance of conditions of Corporate Governance by Asian Granito India limited for the Year ended on 31st March, 2019, as stipulated in Regulations 17,18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clause (b) to (i) of sub regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015 and 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 SEBI, Ministry of Corporate Affairs or any other Statutory Authority.

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

For **Rajesh Parekh & Co.**
Company Secretaries

(Rajesh Parekh)
Proprietor
Membership No. : 8073

Ahmedabad
Date: 13.08.2019

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
Asian Granito India Limited
 202, Dev Arc,
 Opposite Iskon Temple,
 Ahmedabad-380059.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Asian Granito India Limited** having CIN: **L17110GJ1995PLC027025** and having registered office at **202, Dev Arc, Opposite Iskon Temple, Ahmedabad-380059** (hereinafter referred to as 'the Company'), produced before us 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 our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 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, New Delhi or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Hemendrakumar Chamanlal Shah	00077654	20.03.2017
2.	Mukesh Mahendrabhai Shah	00084402	14.11.2018
3.	Dipti Atul Mehta	00112368	12.02.2019
4.	Kamleshkumar Bhagubhai Patel	00229700	30.09.2002
5.	Sureshbhai Jivabhai Patel	00233565	11.05.2011
6.	Bhogilal Bhikhabhai Patel	00300345	11.05.2011
7.	Kanubhai Bhikhabhai Patel	00386852	11.05.2011
8.	Mukeshbhai Jivabhai Patel	00406744	30.09.2002
9.	Amrutlal Ishwerlal Patel	03381404	11.05.2011
10.	Bhavesbhai Vinodbhai Patel	03382527	11.05.2011
11.	Premjibhai Ramjibhai Chaudhari	03404647	11.05.2011
12.	Indira Nityanandam	06749538	29.11.2013
13	Satish Deodhar*	07766673	20.03.2017
14	Ajendrabhai Patel**	02284744	29.07.2008

* Resigned with effect from 5.12.2018

**Resigned with effect from 14.11.2018

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our 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.

For **Rajesh Parekh & Co.**
 Company Secretaries

(Rajesh Parekh)

Proprietor

Membership No. : 8073

COP No.: 2939

Ahmedabad

Date: 13.08.2019

Independent Auditor's Report

To
The Members of
Asian Granito India Limited

REPORT ON THE STANDALONE FINANCIAL STATEMENTS OPINION

We have audited the accompanying standalone financial statements of Asian Granito India Limited (CIN L17110GJ1995PLC027025) ('the Company'), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as '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 other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit, total comprehensive income, its cash flows and the 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 specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence 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 audit 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 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.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>Recoverability assessment of trade receivables:</p> <p>The Company has Trade Receivable of ₹ 33,052.29 Lakhs after providing for expected credit loss of ₹ 684.76 Lakhs as at March 31, 2019.</p> <p>Trade receivables of the Company comprises mainly receivables in relation to the Company's revenue from sale of Products such as tiles, marbles and quartz.</p> <p>The recoverable amount was estimated by management based on expected credit loss model which is based on specific recoverability assessment on individual debtor with reference to the ageing profile, historical payment pattern and the past record of default of the customer.</p> <p>Management would make provision based on the established model as well as specific provision against individual balances with reference to its recoverable amount.</p>	<p>We tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> - Process of estimating expected credit loss; - Identification of loss events, including early warning and default warning indicators; - Assessment and approval of individual loss provisions; - Governance including model validation and the assessment of the suitability of models, appropriateness of assumptions, and approval of provisions; and <p>Completeness and accuracy of data input into models and provision calculators.</p> <p>We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> • Tested the accuracy of ageing of trade receivables at year end on a sample basis;

Sr. No.	Key Audit Matter	Auditor's Response
	<p>For the purpose of establishing provisioning model to evaluate expected credit loss, significant judgements and assumptions, including the credit risks of customers, criteria for determining significant increase in credit risk, determination of probability of default, timing and amount of realisation of these receivables, are required to be made.</p> <p>Relevant references in the Financial Statements</p> <p>Impairment of financial assets: Accounting policies 1.6(g)</p> <p>Trade Receivables: Note 10 of the financial statements</p>	<ul style="list-style-type: none"> Obtained a list of outstanding receivables and identified any debtors with financial difficulty through discussion with management. Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers and to consider if any additional provision should be made; and Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis. <p>We assessed the appropriateness and presentation of disclosures against relevant Ind AS</p>
2	<p>Evaluation of uncertain tax positions and recovery of tax receivables</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Relevant references in the Financial Statements</p> <p>Provision & Contingencies: Accounting policies 1.6(L)</p> <p>Contingent liabilities and Commitments: Note 37 of the financial statements</p> <p>Other Current Assets: Note 7 of the financial statements, includes VAT recoverable amounting to ₹ 280.59 Lakhs and Current tax assets in respect of Advance Income Tax amounting to ₹ 252.83 Lakhs, are pending adjudication.</p>	<p>We have obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management.</p> <p>We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.</p> <p>We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability upon final resolution.</p> <p>Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2018 to evaluate whether any change was required to management's position on these uncertainties.</p>

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditors' report thereon. The other information is 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 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 other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

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, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other 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 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 statement 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 are 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 a high level of assurance, but is not a guarantee that an 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 misstatement 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 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 a 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 disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 Section 143(3) of the Act, based on our audit 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 purposes 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 Statement of Cash Flows dealt with by this Report are in agreement with relevant 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, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with

the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations 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 has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For, **Manubhai & Shah LLP**
Chartered Accountants

ICAI Firm Reg. No.: 106041WW/100136

J. D. Shah

Partner

Membership No. 100116

Place: Ahmedabad

Date: May 28, 2019

Annexure – A to Independent Auditor's Report on Standalone Financial Statements

(Referred to in paragraph 1(f) under "Report on Other Legal and Regulatory Requirements" section of our report to the members of Asian Granito India Limited of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of Asian Granito India Limited (CIN L17110GJ1995PLC027025) ('the Company') as of and for the year ended March 31, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 March 31, 2019,

based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For, **Manubhai & Shah LLP**

Chartered Accountants

ICAI Firm Reg. No.: 106041W/W100136

J. D. Shah

Partner

Membership No. 100116

Place: Ahmedabad

Date: May 28, 2019

Annexure – B to Independent Auditor's Report on Standalone Financial Statements

(Referred to in paragraph 2 under "Report on Other Legal and Regulatory Requirements" section of our report the members of Asian Granito India Limited of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, portion of the fixed assets were physically verified by the Management during the year. According to information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds of all immovable properties of land and buildings which are freehold, are held in the name of the Company as at Balance Sheet date.
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed.
 - (iii) According to information and explanations given to us, the Company has granted unsecured loans to two companies covered in the register maintained under Section 189 of the Act in respect of which:
 - (a) The terms and conditions of grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - (b) The schedule of repayment of principal and payment of interest has been stipulated for loans granted and repayments / receipts of principal amounts and interest are regular.
- (c) There is no overdue amount remaining outstanding as at the year end.
 - (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of grant of loans, making investments and providing guarantees and securities as applicable.
 - (v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3(v) of the Order are not applicable to the Company and hence not commented upon.
 - (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act, for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company and hence not commented upon.
 - (vii) (a) According to the information and explanations given to us and based on records of the Company examined by us, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Goods and Services Tax, and other material statutory dues, as applicable, with appropriate authorities.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Goods and Services Tax, and other material statutory dues, in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

- (c) According to the information and explanations given to us and the records of the Company examined by us, the details of disputed statutory dues of Income Tax, Sales Tax, Value Added Tax, Excise Duty, Custom Duty and other material statutory dues which have not been deposited as at March 31, 2019 on account of dispute are as under:

Name of statute	Nature of dues	Forum where the dispute is pending	Period to which the amount relates	Amount (₹ in Lakhs)
		Appellate Tribunal	FY 2010-2011	7.86
Central Sales Tax Act, 1956, Sales Tax Act and VAT Laws	Sales Tax and VAT	Appellate Authority up to Commissioners' Level	FY 2012-13 to 2016-17	2,658.45
		Sub – Total (A)		2,666.31
Customs Act, 1962	Customs	Commissioner Level	AY 2013-14	167.97
		Sub – Total (B)		167.97
Central Excise Act, 1944	Excise	Commissioner Level	AY 2004-05 to 2008-09	2,043.18
		Sub – Total (C)		2,043.18
		High Court	A.Y. 2004-05 To A.Y. 2008-09	163.39
		Income Tax Appellate Tribunal	A.Y. 2006-07, A.Y. 2010-11, A.Y. 2012-13, A.Y. 2013-14	526.01
The Income Tax Act, 1961	Income Tax	Appellate Authority up to Commissioners' Level	A.Y. 2004-05 To A.Y. 2008-09, A.Y. 2013-14, A.Y. 2014-15, A.Y. 2015-16	216.98
		Sub – Total (D)		906.38
		Total (A+B+C+D)		5783.84

- (viii) To the best of our knowledge and according to information and explanations given to us, the Company has not defaulted in the repayment of loans to banks and financial institutions. The Company has not taken any loans from Government or has not issued any debentures.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (Including debt instruments) and term loans during the year and hence, reporting under clause 3(ix) is not applicable to the Company.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to information and explanation given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provision of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance
- with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable accounting standards.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with Directors or persons connected to directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) According to the information and explanations given to us and based on our examination, the Company is not required to be registered under section 45IA of Reserve bank of India Act, 1934.

For, **Manubhai & Shah LLP**

Chartered Accountants
ICAI Firm Reg. No.: 106041WW/100136

J. D. Shah

Partner

Membership No. 100116

Place: Ahmedabad
Date: May 28, 2019

Balance Sheet

as at March 31, 2019

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
I ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	2	23,062.80	22,747.54
(b) Capital Work-in-Progress	2	-	87.31
(c) Investment Property	3	50.76	66.93
(d) Financial Assets			
(i) Investments	4	5,400.68	4,848.30
(ii) Loans	5	634.47	-
(iii) Other Financial Assets	6	77.78	85.16
(e) Other Non-Current Assets	7	887.60	484.53
(f) Non-Current Tax Assets (Net)	8	127.96	-
Total Non-Current Assets		30,242.05	28,319.77
2 Current Assets			
(a) Inventories	9	21,501.23	19,971.71
(b) Financial Assets			
(i) Trade Receivables	10	33,052.29	31,958.04
(ii) Cash and Cash Equivalents	11	2,553.12	1,562.16
(iii) Bank Balances other than (ii) above	11	223.68	208.87
(iv) Loans	5	1,273.09	2,001.41
(v) Other financial Assets	6	560.83	566.67
(c) Other Current Assets	7	754.35	1,100.11
Total Current Assets		59,918.59	57,368.97
Total Assets		90,160.64	85,688.74
II EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	12	3,008.74	3,008.74
(b) Other Equity	13	35,003.71	34,778.69
Total Equity		38,012.45	37,787.43
2 LIABILITIES			
(i) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	690.32	1,971.56
(b) Deferred Tax Liabilities (Net)	15	2,226.45	2,011.66
Total Non-Current Liabilities		2,916.77	3,983.22
(ii) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	14,703.69	13,136.58
(ii) Trade Payables	16		
Total outstanding dues of micro enterprise and small enterprises		538.74	690.84
Total outstanding dues of creditors other than micro enterprises and small enterprises		28,796.95	24,638.88
(iii) Other Financial Liabilities	17	2,503.18	2,179.71
(b) Other Current Liabilities	18	2,192.34	2,743.05
(c) Provisions	19	496.52	401.52
(d) Current Tax Liabilities (Net)	20	-	127.51
Total Current Liabilities		49,231.42	43,918.09
Total Liabilities		52,148.19	47,901.31
Total Equity and Liabilities		90,160.64	85,688.74
Significant Accounting Policies	1		
See accompanying notes to the Financial Statements	2 - 47		

As per our report of even date
For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Reg. No.-106041WW100136

J. D. Shah
Partner
Membership No.-100116
Place: Ahmedabad
Date: May 28, 2019

For and on behalf of the Board

Kamleshbhai B. Patel
Chairman & Managing Director
DIN: 00229700

Kalidasbhai J. Patel
Chief Financial Officer

Place: Ahmedabad
Date: May 28, 2019

Mukeshbhai J. Patel
Managing Director
DIN: 00406744

Renuka A. Upadhyay
Company Secretary
Membership No.- F8040

Statement of Profit and Loss

for the year ended March 31, 2019

(₹ in Lakhs)

Particulars	Notes	Year ended March 31, 2019	Year ended March 31, 2018
1 Income			
Revenue from Operations	21	100,509.91	101,388.92
Other Income	22	433.19	506.53
Total Income		100,943.10	101,895.45
2 Expenses			
Cost of Materials Consumed	23	20,510.29	19,554.83
Purchase of Stock-in-Trade		47,004.00	44,497.70
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	24	(1485.47)	(827.26)
Excise Duty		-	937.94
Employee Benefits Expenses	25	7,898.72	7,145.89
Finance Costs	26	1,847.66	2,143.20
Depreciation	2	1,658.66	1,720.84
Power & Fuel	27	9,984.62	9,249.04
Other Expenses	28	12,320.51	12,407.52
Total Expenses		99,738.99	96,829.70
3 Profit before tax (1-2)		1,204.11	5,065.75
4 Tax Expense			
(1) Current Tax		352.82	1,410.61
(2) Earlier Year Tax		(112.45)	47.41
(3) Deferred Tax		233.10	309.55
Total Tax Expense		473.47	1,767.57
5 Profit for the Year (3-4)		730.64	3,298.18
6 Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss			
(i) Remeasurements of defined benefit plans		(52.39)	(12.75)
(ii) Income tax relating to above items		18.31	4.41
Total Other Comprehensive Income (i + ii)		(34.08)	(8.34)
9 Total Comprehensive Income for the Year (5 + 6)		696.56	3,289.84
Earnings per equity Share (Face value of ₹ 10 each)	32		
(1) Basic (in ₹)		2.43	10.96
(2) Diluted (in ₹)		2.43	10.96
Significant Accounting Policies	1		
See accompanying notes to the Financial Statements	2 - 47		

As per our report of even date
 For **Manubhai & Shah LLP**
 Chartered Accountants
 ICAI Firm Reg. No.-106041W/W100136

J. D. Shah
 Partner
 Membership No.-100116
 Place: Ahmedabad
 Date: May 28, 2019

For and on behalf of the Board

Kamleshbhai B. Patel
 Chairman & Managing Director
 DIN: 00229700

Kalidasbhai J. Patel
 Chief Financial Officer

Place: Ahmedabad
 Date: May 28, 2019

Mukeshbhai J. Patel
 Managing Director
 DIN: 00406744

Renuka A. Upadhyay
 Company Secretary
 Membership No.- F8040

Statement of Cash Flow

for the year ended March 31, 2019

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Cash Flow From Operating Activities		
Profit Before Tax	1,204.11	5,065.75
Adjustment for:		
Depreciation	1,658.66	1,720.84
Finance Costs	1,847.66	2,143.20
Interest Income	(369.13)	(418.20)
Allowance for Expected Credit Loss	169.83	-
Net (Gain) / Loss on Sale of Property, Plant & Equipment	122.97	(28.33)
Net (Gain) on Sale of Investment carried at FVTPL	-	(10.02)
Operating Profit before Working Capital changes	4,634.10	8,473.24
Changes in Working Capital		
Adjustment for:		
(Increase) in Trade Receivables	(1,264.08)	(6,975.29)
(Increase) / Decrease in Financial Assets	13.22	(198.28)
(Increase) In Inventories	(1,529.52)	(357.05)
(Increase) / Decrease in other Assets	(57.31)	498.34
Increase in Trade Payable	4,005.97	2,516.22
Increase in Other Financial Liabilities	184.53	301.51
Increase / (Decrease) in Other Liabilities	(550.71)	1,174.60
Increase in Provisions	42.61	209.00
Cash generated from operations Before Income Tax Paid	5,478.81	5,642.29
Direct Taxes Paid	(495.84)	(1,458.02)
Net Cash Flow From Operating Activities [A]	4,982.97	4,184.27
Cash Flow From Investing Activities		
Payments for purchase of Property, Plant & Equipment	(2,378.49)	(1,934.90)
Proceeds from sales of Property, Plant & Equipment	385.08	600.32
Increase / (Decrease) in Loans Given	93.85	590.23
Proceeds from Maturity of term deposits	(15.44)	113.41
Purchase in Investments	(552.38)	(1,457.86)
Interest Income	369.13	418.20
Net Cash Flow Used In Investing Activities [B]	(2,098.25)	(1,670.60)
Cash Flow From Financing Activities		
Increase/ (Decrease) in Long term Borrowings	(1,142.30)	691.17
Increase/ (Decrease) in Short term Borrowings	1,567.11	(331.27)
Finance Costs paid	(1,847.66)	(2,143.20)
Dividend paid	(390.51)	(240.48)
Dividend Distribution Tax paid	(80.40)	(49.15)
Net Cash Flow Used In Financing Activities [C]	(1,893.76)	(2,072.93)
Net Increase in cash and cash equivalents during the year [A+B+C]	990.96	440.74
Add: Cash and cash equivalents at the beginning for the year	1,562.16	1,121.42
Cash and cash equivalents at the end for the year (Refer Note 11)	2,553.12	1,562.16

Statement of Cash Flow (Contd.)

for the year ended March 31, 2019

Notes:

(i) Components of Cash & Cash Equivalents

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cash On Hand	21.34	22.96
Balance with Bank	2,524.85	1,293.58
Fixed Deposit with Bank	6.93	245.62
Total	2,553.12	1,562.16

(ii) Reconciliation of liabilities arising from financing activities

(₹ in Lakhs)

As at March 31, 2019	Opening Balance	Cash Flows	Non Cash Changes	Closing Balance
Long term Borrowings (Incl. Current maturity)	2,646.36	(1,142.30)	-	1,504.06
Short term Borrowings	13,136.58	1,567.11	-	14,703.69
Total liabilities from financing activities	15,782.94	424.81	-	16,207.75

(₹ in Lakhs)

As at March 31, 2018	Opening Balance	Cash Flows	Non Cash Changes	Closing Balance
Long term Borrowings (Incl. Current maturity)	1,955.19	695.87	(4.70)	2,646.36
Short term Borrowings	13,467.85	(331.27)	-	13,136.58
Total liabilities from financing activities	15,423.04	364.60	(4.70)	15,782.94

(iii) The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flows as notified under Companies (Accounts) Rules, 2015.

Significant Accounting Policies = 1
See accompanying notes to the Financial Statements 2 - 47

As per our report of even date
For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Reg. No.-106041W/W100136

J. D. Shah
Partner
Membership No.-100116
Place: Ahmedabad
Date: May 28, 2019

For and on behalf of the Board

Kamleshbhai B. Patel
Chairman & Managing Director
DIN: 00229700

Kalidasbhai J. Patel
Chief Financial Officer

Place: Ahmedabad
Date: May 28, 2019

Mukeshbhai J. Patel
Managing Director
DIN: 00406744

Renuka A. Upadhyay
Company Secretary
Membership No.- F8040

Statement of Changes in Equity

for the year ended March 31, 2019

(A) EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the year	3,008.74	3,008.74
Changes in Equity share capital during the year	-	-
Balance at the end of the year	3,008.74	3,008.74

(B) OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves & Surplus			Total
	Security Premium	General Reserve	Retained Earnings	
Balance as at April 1, 2017	7,690.51	890.00	23,198.19	31,778.70
Profit for the year	-	-	3,298.18	3,298.18
Other Comprehensive Income for the year	-	-	(8.34)	(8.34)
Total Comprehensive Income for the year	-	-	3,289.84	3,289.84
Dividends (Refer Note 13.2)	-	-	(240.70)	(240.70)
Dividend Distribution Tax (Refer Note 13.2)	-	-	(49.15)	(49.15)
Balance as at March 31, 2018	7,690.51	890.00	26,198.18	34,778.69
Profit for the year	-	-	730.64	730.64
Other Comprehensive Income for the year	-	-	(34.08)	(34.08)
Total Comprehensive Income for the year	-	-	696.56	696.56
Dividends (Refer Note 13.2)	-	-	(391.14)	(391.14)
Dividend Distribution Tax (Refer Note 13.2)	-	-	(80.40)	(80.40)
Balance as at March 31, 2019	7,690.51	890.00	26,423.20	35,003.71
Significant Accounting Policies				1
See accompanying notes to the Financial Statements				2 - 47

As per our report of even date
For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Reg. No.-106041WW100136

J. D. Shah
Partner
Membership No.-100116
Place: Ahmedabad
Date: May 28, 2019

For and on behalf of the Board

Kamleshbhai B. Patel
Chairman & Managing Director
DIN: 00229700

Kalidasbhai J. Patel
Chief Financial Officer

Place: Ahmedabad
Date: May 28, 2019

Mukeshbhai J. Patel
Managing Director
DIN: 00406744

Renuka A. Upadhyay
Company Secretary
Membership No.- F8040

Notes to the Financial Statements

for the year ended March 31, 2019

COMPANY BACKGROUND:

Asian Granito India Limited (the Company) is a public limited Company domiciled and incorporated in India under the provisions of Companies Act, 1956. The Equity shares of the Company are listed in India on the Bombay Stock Exchange Limited and National Stock Exchange Limited. The registered office of the Company is located at 202, Dev Arc, Opp. Isckon Temple, S.G. Highway, Ahmedabad - 380015. The Company is engaged in manufacturing and trading of Tiles and Marble and allied products.

The financial statements of the Company for the year ended on March 31, 2019 were authorised for issue in accordance with a resolution of the Directors on May 28, 2019.

1. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES, KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:

1.1 Basis for Preparation:

These financial statements are the standalone financial statements of the Company prepared in accordance with Indian Accounting Standards ('Ind AS') as notified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These standalone financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for the 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 standalone financial statements.

1.2 Functional and presentation currency:

These standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise stated.

1.3 Key accounting estimates and judgements:

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

1.4 Critical accounting estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

i) Property, Plant and Equipment:

Property, Plant and Equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

ii) Income taxes:

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

iii) Defined Benefit Obligation:

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates.

iv) Estimates:

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Notes to the Financial Statements

for the year ended March 31, 2019

1.5 Current / Non-Current Classification:

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i. the asset/liability is expected to be realized/settled in the Company's normal operating cycle;
- ii. the asset is intended for sale or consumption;
- iii. the asset/liability is expected to be realized/settled within twelve months after the reporting period;
- iv. the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;
- v. In the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

1.6 Summary of Significant accounting policies:

a) Property, Plant & Equipment:

i) Measurement at recognition:

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises of its purchase price, including import duties, borrowing cost, changes on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets, other non-refundable purchase taxes or levies and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

ii) Depreciation:

Depreciation on each part of an item of property, plant and equipment is provided using the Straight-Line Method (SLM) Method based on the useful life of the asset as prescribed in Schedule II to the Companies Act, 2013 except following items of Property, Plant and Equipment where Company has estimated different useful life:

Particulars	Useful Life
Plant & Machinery	11 & 15 Years

Freehold land is not depreciated.

The useful lives, residual values of each part of an item of property, plant and equipment and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

iii) Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

iv) Capital Work in progress:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress.

b) Investment Property:

Investment Property is measured initially at cost including related transaction costs.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use.

Notes to the Financial Statements

for the year ended March 31, 2019

Subsequent expenditures are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. All day-to-day repair and maintenance expenditure are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of investment property are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

c) Borrowing Costs:

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

d) Impairment of non-financial assets:

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

e) Investment in Subsidiary, Joint Venture & Associate:

The Company has elected to recognize its investments in subsidiaries, joint venture and an associate Company at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements'. The details of such investments are given in Note 4. Impairment policy applicable on such investments is explained in note (d) above.

f) Inventory:

Raw materials, finished goods, packing materials, stores, spares, consumables and stock-in-trade are carried at the lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

In determining the cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, first in first out (FIFO) method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads as applicable and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

g) Financial Instrument:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets:

Initial recognition and measurement:

The Company recognizes a financial asset in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset.

Where the fair value of a financial asset at initial recognition is different from its transaction price, the

Notes to the Financial Statements

for the year ended March 31, 2019

difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement:

For subsequent measurement, the Company classifies a financial asset in accordance with the below criteria:

- i. The Company's business model for managing the financial asset and
- ii. The contractual cash flow characteristics of the financial asset.

Based on the above criteria, the Company classifies its financial assets into the following categories:

- i. Financial assets measured at amortized cost.
- ii. Financial assets measured at fair value through other comprehensive income (FVTOCI)
- iii. Financial assets measured at fair value through profit or loss (FVTPL)

i. Financial assets measured at amortized cost:

A financial asset is measured at the amortized cost if both the following conditions are met:

- a) The Company's business model objective for managing the financial asset is to hold financial assets in order to collect contractual cash flows, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company. Such financial assets are

subsequently measured at amortized cost using the effective interest method.

Under the effective interest method, the future cash receipts are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial asset over the relevant period of the financial asset to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as interest income over the relevant period of the financial asset. The same is included under other income in the Statement of Profit and Loss.

The amortized cost of a financial asset is also adjusted for loss allowance, if any.

ii. Financial assets measured at FVTOCI:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss.

iii. Financial assets measured at FVTPL:

A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI as explained above. This is a residual category applied to all other investments of the Company excluding investments in subsidiary and associate companies. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement of Profit and Loss.

Derecognition:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Company's Balance Sheet) when any of the following occurs:

- i. The contractual rights to cash flows from the financial asset expires;

Notes to the Financial Statements

for the year ended March 31, 2019

- ii. The Company transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset;
- iii. The Company retains the contractual rights to receive cash flows but assumes a contractual obligation to pay the cash flows without material delay to one or more recipients under a 'pass-through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);
- iv. The Company neither transfers nor retains substantially all risk and rewards of ownership and does not retain control over the financial asset.

In cases where Company has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial asset, the Company continues to recognize such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Company also recognizes an associated liability. The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On Derecognition of a financial asset, (except as mentioned in ii above for financial assets measured at FVTOCI), the difference between the carrying amount and the consideration received is recognized in the Statement of Profit and Loss.

Impairment of financial assets:

The Company applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:

i. Trade receivables:

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost less provision for impairment based on expected credit loss.

For trade and lease receivable only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of such receivables.

ii. Financial assets measured at amortized cost (other than trade receivables)

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets (listed as ii above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

Financial Liabilities

Initial recognition and measurement:

The Company recognizes a financial liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial liabilities are recognized initially at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial liability.

Notes to the Financial Statements

for the year ended March 31, 2019

Where the fair value of a financial liability at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial liability.

Subsequent measurement:

All financial liabilities of the Company are subsequently measured at amortized cost using the effective interest method.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as interest expense over the relevant period of the financial liability. The same is included under finance cost in the Statement of Profit and Loss.

Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

Offsetting of Financial Instruments:

Financial assets and financial liabilities are offset, and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

h) Fair Value:

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 — quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — inputs that are unobservable for the asset or liability

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

i) Revenue Recognition:

The Company has applied Ind AS 115 - Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18

Notes to the Financial Statements

for the year ended March 31, 2019

Revenue. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Revenue from sale of goods is recognised when control of the products being sold is transferred to customer and when there are no longer any unfulfilled obligations. The Performance Obligations in contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on contract terms.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc.

Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur. Customers have the contractual right to return goods only when authorised by the Company. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience.

Interest and dividends:

Interest income is recognized using effective interest method. Dividend income is recognized when the right to receive payment is established.

j) Income Taxes:

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961. Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized 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 under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/ expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company

k) Foreign Currency Transaction & Translation:

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the

Notes to the Financial Statements

for the year ended March 31, 2019

functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

l) Provision & Contingencies:

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

m) Employee Benefits:

Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected

to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

Post-Employment Benefits:

I. Defined Contribution plans:

Defined contribution plans are employee provident fund, employee state insurance scheme and Government administered pension fund scheme for all applicable employees.

Recognition and measurement of defined contribution plans:

The Company recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period. If the contributions payable for services received from employees before the reporting date exceeds the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

II. Defined Benefit plans:

The Company operates a defined benefit gratuity plan for employees.

Recognition and measurement of Defined Benefit plans:

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability / (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts

Notes to the Financial Statements

for the year ended March 31, 2019

included in net interest on the net defined benefit liability/asset), are recognized in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.

The Company presents the above liability/(asset) as current and non-current in the Balance Sheet as per actuarial valuation by the independent actuary; however, the entire liability towards gratuity is considered as current as the Company will contribute this amount to the gratuity fund within the next twelve months.

Other Long-Term Employee Benefits:

Entitlements to annual leave and sick leave are recognised when they accrue to employees. Sick leave can only be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The Company determines the liability for such accumulated leave using the projected accrued benefit method with actuarial valuations being carried out at each Balance Sheet date.

n) Lease Accounting:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

In respect of assets taken on operating lease, lease rentals are recognized as an expense in the Statement of Profit and Loss on straight line basis over the lease term unless

- (1) another systematic basis is more representative of the time pattern in which the benefit is derived from the leased asset; or
- (2) the payments to the lessor are structured to increase in the line with expected general inflation to compensate for the lessor's expected inflationary cost increases

o) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

p) Earnings per share:

Basic earnings per share is computed by dividing the net profit after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing adjusted net profit after tax by the aggregate of weighted average number of equity shares and dilutive potential equity shares during the year.

q) Cash Flow Statement:

Cash Flow are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non- cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

r) Cash and cash equivalents:

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand, deposit accounts and term deposits accounts with remaining maturity of three months or less as at balance sheet date, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash on hand, deposit accounts and term deposits as defined above and investment in liquid funds for short term purpose.

s) Events after reporting date:

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

Notes to the Financial Statements

for the year ended March 31, 2019

2 PROPERTY, PLANT AND EQUIPMENT

Particulars	(₹ in Lakhs)										
	Land	Factory Building	Office & Other Building	Plant & Equipment	Furniture & Fixtures	Office Equipment	Vehicles	Computers	Total	Capital Work-in-Progress	
Cost / Deemed cost											
As at April 1, 2017	4,386.56	6,405.02	792.66	11,549.32	981.25	309.23	697.88	424.81	25,546.73	87.31	
Additions	136.88	8.62	156.59	967.19	142.58	28.79	104.97	40.81	1,586.43	-	
Deductions	-	-	-	(472.99)	-	-	(90.83)	(8.17)	(571.99)	-	
As at March 31, 2018	4,523.44	6,413.64	949.25	12,043.52	1,123.83	338.02	712.02	457.45	26,561.17	87.31	
Additions	-	23.74	1.89	1826.02	463.8	19.78	87.56	43.01	2,465.80	-	
Deductions	-	-	-	(538.64)	-	(1.05)	(94.97)	(5.10)	(639.76)	(87.31)	
As at March 31, 2019	4,523.44	6,437.38	951.14	13,330.90	1,587.63	356.75	704.61	495.36	28,387.21	-	
Accumulated depreciation											
As at April 1, 2017	-	201.94	8.39	959.45	409.80	223.10	319.59	318.99	2,441.26	-	
Depreciation for the year	-	205.79	13.44	1,264.08	90.93	31.29	75.12	40.19	1,720.84	-	
Deductions	-	-	-	(304.16)	-	-	(41.13)	(3.18)	(348.47)	-	
As at March 31, 2018	-	407.73	21.83	1,919.37	500.73	254.39	353.58	356.00	3,813.63	-	
Depreciation for the year	-	206.09	13.31	1153.79	142.18	28.37	69.66	45.26	1,658.66	-	
Deductions	-	-	-	(119.12)	-	(0.88)	(24.86)	(3.02)	(147.88)	-	
As at March 31, 2019	-	613.82	35.14	2,954.04	642.91	281.88	398.38	398.24	5,324.41	-	
Net Block											
As at March 31, 2019	4,523.44	5,823.56	916.00	10,376.86	944.72	74.87	306.23	97.12	23,062.80	-	
As at March 31, 2018	4,523.44	6,005.91	927.42	10,124.15	623.10	83.63	358.44	101.45	22,747.54	87.31	
As at April 1, 2017	4,386.56	6,203.08	784.27	10,589.87	571.45	86.13	378.29	105.82	23,105.47	87.31	

Note:

For information on Property, Plant and Equipment pledged as a security by the Company Refer Note 14.

Notes to the Financial Statements

for the year ended March 31, 2019

3 INVESTMENT PROPERTY

Particulars	(₹ in Lakhs)	
	Free hold - Land	
Cost / Deemed cost		
As at April 1, 2017		66.93
Additions		-
Deductions		-
As at March 31, 2018		66.93
Additions		-
Deductions		(16.17)
As at March 31, 2019		50.76
Accumulated depreciation		
As at April 1, 2017		-
Depreciation for the year		-
Deductions		-
As at March 31, 2018		-
Depreciation for the year		-
Deductions		-
As at March 31, 2019		-
Net Block		
As at March 31, 2019		50.76
As at March 31, 2018		66.93
As at April 1, 2017		66.93

Notes:

- The Company has classified freehold land located at Nandan Vatrika as Investment Property. There are no amounts pertaining to these investment properties recognised in the statement of profit and Loss, since Company does not receive any rental Income and does not incur any depreciation or other operating expenses.
- The Company does not have any contractual obligation to purchase, construct or develop for maintenance or enhancement of investment property.
- The Company has no restrictions on the realisability of it's investment property.
- Fair Value of investment property:

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Free hold - Land	50.76	66.93
	50.76	66.93

Notes to the Financial Statements

for the year ended March 31, 2019

4 INVESTMENTS

(₹ in Lakhs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Non-Current Investments		
Investment in Equity Instruments of Subsidiaries	3,581.53	3,029.15
Investment in Equity Instruments of Joint Venture	941.65	941.65
Investment in Equity Instruments of Associate	877.50	877.50
Total	5,400.68	4,848.30

(₹ in Lakhs)

Particulars	Face Value	As at March 31, 2019		As at March 31, 2018	
		No. of Shares	₹	No. of Shares	₹
Investments in Equity Instruments (measured at cost, Refer Note 30)					
A) Quoted					
i) Associate					
Astron Paper & Board Mill Limited	10	87,75,000	877.50	87,75,000	877.50
Total (A)			877.50		877.50
B) Unquoted					
i) Joint Venture					
AGL Industries Limited	10	18,76,000	187.60	18,76,000	187.60
Amazone Ceramics Limited	10	2,06,20,332	1,019.81	2,05,06,582	1,006.55
Camrola Quartz Limited	10	33,92,368	794.12	25,50,000	255.00
Trodo Ceramics Pvt Limited	1	-	-	5,00,000	5.00
Crystal Ceramic Industries Pvt Limited	10	2,82,09,734	1,580.00	31,50,000	1,575.00
Sub Total (i)			3,581.53		3,029.15
ii) Joint Venture					
AGL Panaria Private Limited		94,16,500	941.65	94,16,500	941.65
Sub Total (ii)			941.65		941.65
Total (B) (i + ii)			4,523.18		3,970.80
Grand Total (A + B)			5,400.68		4,848.30

(₹ in Lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Book Value	Market Value	Book Value	Market Value
Total Quoted Investments	877.50	8,985.60	877.50	9,371.70
Total Unquoted Investments	4,523.18	-	3,970.80	-

Note:

Pursuant to the scheme of amalgamation under the provisions of Sections 230 to 232 of the Companies Act, 2013 sanctioned by National Company Law Tribunal (NCLT) vide its order dated October 22, 2018, Trodo Ceramics Private Limited (TCPL) (wholly owned subsidiary of Asian Granito India Limited (AGIL)) along with five other companies have been amalgamated with Crystal Ceramic Industries Private Limited, (CCIPL) (erstwhile Step Subsidiary and now Subsidiary of the AGIL). The Scheme became effective on November 22, 2018 upon filing of the said order with the Registrar of Companies, Gujarat. The appointed date being February 01, 2018. Pursuant to scheme, 2,50,59,734 equity shares of ₹ 10/- each of CCIPL held by TCPL were cancelled and reduced from capital of CCIPL. Further, 2,50,59,734 equity shares of ₹ 10/- each fully paid up were allotted to AGIL in lieu of shareholding in TCPL.

Notes to the Financial Statements

for the year ended March 31, 2019

5 LOANS

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current		
Loans to Others	634.47	-
Total	634.47	-
Breakup:		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	634.47	-
Loans which have significant increase in credit risk	-	-
Loans - Credit impaired	-	-
Less: Allowance for doubtful Loans	-	-
Total	634.47	-
Current		
Loans to Related Parties (Refer Note 36)	1,079.81	1,700.38
Loans and Advances to Employees	3.35	22.35
Loans to Others	189.93	278.68
Total	1,273.09	2,001.41
Breakup:		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	1,273.09	2,001.41
Loans which have significant increase in credit risk	-	-
Loans - Credit impaired	-	-
Less: Allowance for doubtful Loans	-	-
Total	1,273.09	2,001.41

6 OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current		
Security and Other Deposits	63.91	19.20
In Term Deposit Accounts with original maturity more than 12 months	13.87	65.96
Total	77.78	85.16
Current		
Export Incentive Receivables	369.11	366.48
Insurance Claim Receivables	50.44	29.08
Security and Other Deposits	141.28	142.77
Others	-	28.34
Total	560.83	566.67

7 OTHER ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current		
Payment under Protest	887.60	484.53
Total	887.60	484.53
Current		
Balances with Government Authorities	206.16	284.72
Advances to Vendors	455.80	700.60
Prepaid Expenses	92.39	114.79
Total	754.35	1,100.11

Notes to the Financial Statements

for the year ended March 31, 2019

8 NON-CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current Tax Assets (Net)	127.96	-
Total	127.96	-

9 INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Raw Material	3,747.45	3,650.08
Semi-Finished Goods	19.85	107.42
Work-in-Progress	2,370.83	1,752.91
Finished Goods	11,102.61	11,102.97
Stock in Trade	1,564.39	696.48
Stores, Spares, Fuel & Consumables	2,479.99	2,431.60
Packing Materials	216.11	230.25
Total	21,501.23	19,971.71

10 TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Receivables from Others	31,992.33	31,203.46
Receivables from Related Parties (Refer Note 36)	1,059.96	754.58
Total	33,052.29	31,958.04
Breakup:		
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	33,052.29	31,958.04
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	684.76	514.93
Less: Allowance for Expected Credit Loss	(684.76)	(514.93)
Total	33,052.29	31,958.04

11 CASH AND BANK BALANCES

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cash and Cash Equivalents		
Cash on Hand	21.34	22.96
Balances with Banks		
In Current Accounts	2,524.85	1,293.58
In Term Deposit Accounts with Original Maturity of less than 3 months	6.93	245.62
Total	2,553.12	1,562.16
Other Balances with Banks		
Unpaid Dividend	1.91	1.28
In Term Deposit Accounts with Original Maturity more than 3 months but less than 12 months*	221.77	207.59
Total	223.68	208.87

* It includes deposits given to bank for margin requirements against Bank Guarantee and Letter of Credit facilities.

Notes to the Financial Statements

for the year ended March 31, 2019

12 EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Authorised		
3,62,50,000 Equity Shares of ₹ 10/- each (P.Y. 3,62,50,000) Equity Shares of ₹ 10 Each	3,625.00	3,625.00
Issued, Subscribed and Paid up:		
3,00,87,446 Equity Shares of ₹ 10/- Each fully Paid up (P.Y. 3,00,87,446) Equity Shares of ₹ 10 Each	3,008.74	3,008.74
Total	3,008.74	3,008.74

12.1 Reconciliation of shares outstanding at the end of the year

(₹ in Lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	₹	No. of Shares	₹
At the beginning of the year	3,00,87,446	3,008.74	3,00,87,446	3,008.74
Add: Issued during the year	-	-	-	-
At the end of the year	3,00,87,446	3,008.74	3,00,87,446	3,008.74

12.2 Terms/Rights attached to Equity shares

The Company has one class of shares referred to as Equity shares having face value of ₹ 10.

(a) Equity Shares

In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive any of the residual assets of the Company, after distribution of all preferential amounts and Preference shares. The distribution will be in proportion to the number of Equity shares held by the Shareholders. Each holder of Equity shares is entitled to one vote per share.

(b) Dividend

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board is subject to the approval of the Shareholders in the ensuing Annual General Meeting.

12.3 Details of Shareholders holding more than 5% of Equity shares

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	%	No. of Shares	%
Kamleshbhai B Patel	35,64,555	11.85%	34,49,298	11.46%
Mukeshbhai J Patel	21,60,011	7.18%	20,41,928	6.79%
Sureshbhai J Patel	15,43,534	5.13%	15,43,534	5.13%
Donroy Ceramics LLP	16,48,715	5.48%	16,48,715	5.48%

Notes to the Financial Statements

for the year ended March 31, 2019

13 OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves & Surplus			Total
	Security Premium	General Reserve	Retained Earnings	
Balance as at April 1, 2017	7,690.51	890.00	23,198.19	31,778.70
Profit for the year	-	-	3,298.18	3,298.18
Other Comprehensive Income for the year	-	-	(8.34)	(8.34)
Total Comprehensive Income for the year	-	-	3,289.84	3,289.84
Dividends (Refer Note 13.2)	-	-	(240.70)	(240.70)
Dividend Distribution Tax (Refer Note 13.2)	-	-	(49.15)	(49.15)
Balance as at March 31, 2018	7,690.51	890.00	26,198.18	34,778.69
Profit for the year	-	-	730.64	730.64
Other Comprehensive Income for the year	-	-	(34.08)	(34.08)
Total Comprehensive Income for the year	-	-	696.56	696.56
Dividends (Refer Note 13.2)	-	-	(391.14)	(391.14)
Dividend Distribution Tax (Refer Note 13.2)	-	-	(80.40)	(80.40)
Balance as at March 31, 2019	7,690.51	890.00	26,423.20	35,003.71

13.1 Nature and purpose of other reserves:

(a) **Securities premium**

Securities premium is used to record the premium on issue of shares. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

(b) **General Reserve**

General Reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes.

(c) **Retained Earnings**

The amount of retained earning includes the component of other comprehensive income, which cannot be distributed by the Company as dividends to its equity shareholders. Balance amount is available for distribution to equity share holders.

13.2 Dividend:

The Board of Directors at its meeting held on May 28, 2019 have recommended a payment of final dividend of ₹ 0.60 [P.Y. ₹ 1.30] per equity share of the face value of ₹ 10 each for the Financial year ended March 31, 2019.

14 BORROWINGS

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non current Borrowings (measured at amortised cost, Refer Note 30)		
Secured		
Term Loans		
- From Banks	1,032.86	557.93
- From Financial Institutions	-	590.19
Buyers Credit	240.16	1,043.76
Vehicle Loans	156.01	191.25

Notes to the Financial Statements

for the year ended March 31, 2019

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured		
Loan		
- From Directors (Refer Note 36)	75.03	263.23
Sub-Total (A)	1,504.06	2,646.36
Current Maturities of Borrowings		
Secured		
Term loan from Banks	533.51	514.39
Buyers Credit	240.16	-
Term loan from Financial Institutions	-	117.60
Vehicle Loans	40.07	42.81
Sub-Total (B)	813.74	674.80
Total (A-B)	690.32	1,971.56
Current Borrowings		
(measured at amortised cost, Refer Note 30)		
Secured		
Working Capital facilities from banks	14,703.69	13,136.58
Total	14,703.69	13,136.58

- (a) Term Loan ₹ 1,032.86 Lakhs are secured by way of:
- First Pari Passu charge over entire fixed assets (movable & immovable), plant & machinery of the Company, including Factory Land & Buildings bearing Survey Number : 160, 147-A & 162 (Dalpur), 16 (Jawanpura) & 204/1 (Vanku), situated at Dalpur, Jawanpura & vanku, 30000, (Semi Urban), Admeasuring Total Area : 256725.
 - First and exclusive registered mortgage charge on immovable properties being commercial property located at Unit 202, 203 Dev Arc, Opposite Iskon Temple, Ahmedabad, Gujarat - 380015 and non-agriculture land including present and future super-structures built on it, located at S No 489, Hissa No 1 & S No 489 Hissa No 2 paiki, block no 370, Village Gota, Tal. Dascroi, District Ahmedabad belonging to AGL Infrastructure Private Limited.
- (b) Working capital loans of ₹ 14,703.69 Lakhs are secured by way of hypothecation over current assets including raw materials, stock in process, finished goods, stores and spares, receivable and other current assets of vitrified/wall/marble division (Dalpur unit) and Ceramic division (Idar unit) of the Company.
- (c) Buyers Credit of ₹ 240.16 Lakhs is secured by way of exclusive charge on machinery through Capex Letter of Credit.
- (d) Vehicle loans of ₹ 156.01 Lakhs are secured by hypothecation of vehicles in favour of Bank. Each Vehicle loans consist of 60 equated monthly installments from the date of disbursement.
- (e) Loan from Directors of ₹ 75.03 Lakhs is interest free.

Maturity Profile and Rate of Interest of Term Loans

(₹ in Lakhs)

Type of Loan	Terms of Repayment	Maturity	Rate of Interest	No. of Installments	Outstanding at March 31, 2019
SBI - Term loan	Quarterly	September 2020	12.05%	6	290.51
IndusInd - Term loan	Quarterly	September 2021	10.55%	10	273.73
Kotak - Term loan	Monthly	May 2022	9.30%	38	468.62

Notes to the Financial Statements

for the year ended March 31, 2019

15 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Deferred Tax Liabilities	2,570.31	2,357.64
(ii) Deferred Tax Assets	343.86	345.98
Total (i-ii)	2,226.45	2,011.66

15.1 Movements in Deferred Tax:

(₹ in Lakhs)

Particulars	As at April 1, 2017	Charged/ (Credited) to Profit or Loss	Charged/ (Credited) to OCI	As at March 31, 2018	Charged/ (Credited) to Profit or Loss	Charged/ (Credited) to OCI	As at March 31, 2019
Deferred Tax Liability							
Property, Plant & Equipment	2,195.03	160.19	-	2,355.22	212.67	-	2,567.89
Processing Fees	2.42	-	-	2.42	-	-	2.42
Sub-Total (A)	2,197.45	160.19	-	2,357.64	212.67	-	2,570.31
Deferred Tax Assets							
Provision for Employee Benefits	98.42	45.85	4.41	148.68	(62.41)	18.31	104.58
Provision for Expected Credit Loss	178.21	1.73	-	179.94	59.34	-	239.28
Deferral of Revenue	19.02	(11.24)	-	7.78	(7.78)	-	-
Investment Property	6.69	(0.87)	-	5.82	(5.82)	-	-
MAT Credit	111.72	(111.72)	-	-	-	-	-
Others	76.87	(73.11)	-	3.76	(3.76)	-	-
Sub Total (B)	490.93	(149.36)	4.41	345.98	(20.43)	18.31	343.86
Deferred Tax (Net) (A - B)	1,706.52	309.55	(4.41)	2,011.66	233.10	(18.31)	2,226.45

15.2 Reconciliation of tax expenses and the profit before tax multiplied by India's tax rate:

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Profit before tax	1,204.11	5,065.77
Tax expenses at statutory tax rate of 34.944%	420.76	1,753.16
Expense not allowed as Deduction	183.42	50.08
Expense allowed as Deduction	(18.26)	(83.09)
Adjustment of tax expense relating to earlier periods	(112.45)	47.41
Total Tax Expense	473.47	1,767.57
Effective Tax Rate	39.32%	34.89%

16 TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Due to Micro and Small enterprises (Refer Note 39)	538.74	690.84
Due to Others (Including Acceptances)*	22,338.13	17,641.43
Due to Related Parties (Refer Note 36)	6,458.82	6,997.45
Total	29,335.69	25,329.72

* Acceptances includes arrangement where operational suppliers of goods are initially paid by banks while the Company continue to recognize the liability till settlement with banks which are normally affected within a period of 90 days.

Notes to the Financial Statements

for the year ended March 31, 2019

17 OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Current		
Current Maturities of Non-current Borrowings (Refer Note 14)	813.74	674.80
Trade Deposits	1,227.70	1,026.01
Unclaimed Dividend*	1.91	1.28
Payable to Employees	459.83	477.62
Total	2,503.18	2,179.71

* These figures do not include any such amount to be credited to Investor Education and Protection Fund (IEPF).

18 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Current		
Advance Received from Customers	1,483.52	1,223.63
Statutory Liabilities	585.14	1,409.25
Others	123.68	110.17
Total	2,192.34	2,743.05

19 PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Current		
Provision for Employee Benefits		
Provision for Gratuity (Refer Note 35)	205.37	134.43
Provision for Others	291.15	267.09
Total	496.52	401.52

20 CURRENT TAX LIABILITY (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Current Tax Liabilities (Net)	-	127.51
Total	-	127.51

21 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Sale of Products (Including Excise Duty)	1,00,060.42	1,00,837.84
Other Operating Revenues		
Export Incentives	335.53	352.65
Wind Mill Power Generation	87.14	83.19
Job Work	26.82	50.91
Share of Profit from Partnership Firm	-	64.33
Total	1,00,509.91	1,01,388.92

Notes to the Financial Statements

for the year ended March 31, 2019

Disaggregation of revenue

Revenue based on Geography

(₹ in Lakhs)		
Particulars	Year ended March 31, 2019	Year ended March 31, 2018
In India	88,539.89	91,588.52
Outside India	11,520.53	9,249.32
Total	1,00,060.42	1,00,837.84

Reconciliation of Revenue from operations with contract price

(₹ in Lakhs)		
Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Revenue as per contract price	1,00,448.19	1,01,121.80
Less: Discounts	(387.77)	(283.96)
Revenue as per profit and loss	1,00,060.42	1,00,837.84

22 OTHER INCOME

(₹ in Lakhs)		
Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest Income from:		
- Loans to subsidiaries and associate (Refer note 36)	135.82	234.43
- Term deposits	19.10	19.93
- Others	214.21	163.84
Sub-Total (A)	369.13	418.20
Rental Income	36.69	47.68
Sub-Total (B)	36.69	47.68
Other Gains		
Gain on Sale of Property, Plant & Equipment (Net)	-	28.33
Gain on Sale of Investment carried at FVTPL	-	10.02
Sub-Total (C)	-	38.35
Others	27.37	2.30
Sub-Total (D)	27.37	2.30
Total (A+B+C+D)	433.19	506.53

23 COST OF MATERIAL CONSUMED

(₹ in Lakhs)		
Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Glaze, Frits and Chemicals & Others	19,135.66	17,977.88
Packing Materials	1,287.06	1,368.09
Semi Finished Material Consumed	87.57	208.86
Total	20,510.29	19,554.83

Notes to the Financial Statements

for the year ended March 31, 2019

24 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Inventories at the beginning of the year		
Finished Goods	11,102.97	10,517.08
Work-in-Progress	1,752.91	1,752.24
Stock-in-Trade	696.48	455.78
Sub-Total (A)	13,552.36	12,725.10
Inventories at the end of the year		
Finished Goods	11,102.61	11,102.97
Work-in-Progress	2,370.83	1,752.91
Stock-in-Trade	1,564.39	696.48
Sub-Total (B)	15,037.83	13,552.36
Total of Changes In Inventories of Finished Goods, Stock-In-Trade and Work-In-Progress (A - B)	(1,485.47)	(827.26)

25 EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Salaries and Wages (Incl. Managerial Remuneration) (Refer Note 36)	7,496.25	6,752.97
Contribution to Provident and Other Funds	344.69	328.89
Staff Welfare Expenses	57.78	64.03
Total	7,898.72	7,145.89

26 FINANCE COSTS

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest Expenses on:		
- Term Loans	119.48	143.12
- Working Capital Facilities	1,445.39	1,662.74
- Others	112.41	99.94
Other Borrowing Costs	170.38	237.40
Total	1,847.66	2,143.20

27 POWER & FUEL EXPENSES

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Consumption of Gas & Fuel	7,185.96	6,430.79
Power Expense	2,798.66	2,818.25
Total	9,984.62	9,249.04

Notes to the Financial Statements

for the year ended March 31, 2019

28 OTHER EXPENSES

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Consumption of Stores & Spares	1,967.72	2,132.35
Other Manufacturing Expense	1,091.18	982.85
Rent, Rates & Taxes	522.56	516.83
Repairs & Maintenance		
- To Plant & Machineries	74.24	91.65
- To Buildings	40.43	25.24
- To Vehicles	23.70	34.99
- To Others	71.24	53.76
Communication Expenses	156.11	167.71
Printing & Stationery	13.09	17.27
Legal & Professional	281.09	200.73
Auditor's Remuneration (Refer Note 29)	12.49	9.05
Directors' Sitting Fees	6.30	4.56
Directors' Travelling	12.76	18.26
Travelling & Conveyance	1,258.09	1,330.96
Advertisement Expense	1,926.85	2,568.41
Other Selling & Distribution Expense	4,428.08	3,902.20
Allowance for Expected Credit Loss	169.83	-
Sundry Balance Written off	101.73	0.39
Donation	29.13	29.87
Loss on Sale of Property, Plant & Equipment (Net)	122.97	-
Corporate Social Responsibility (Refer Note 31)	75.39	55.25
Miscellaneous Expenses	222.00	184.71
Net Foreign Exchange (Gain) / Loss	(286.47)	80.48
Total	12,320.51	12,407.52

29 PAYMENT TO AUDITORS (EXCLUDING TAXES)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Statutory Audit Fees	9.00	7.00
Certification Fees and Other Services	3.49	2.05
Total	12.49	9.05

30 FAIR VALUE MEASUREMENTS

a) Accounting classification and fair values

As at March 31, 2019

Particulars	Carrying Value			Fair Value			
	At Cost	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Investments (Note 1)	5,400.68	-	5,400.68	-	-	-	-
Loans	-	1,907.56	1,907.56	-	-	-	-
Trade Receivables	-	33,052.29	33,052.29	-	-	-	-
Cash and Cash Equivalents	-	2,553.12	2,553.12	-	-	-	-
Other Bank Balances	-	223.68	223.68	-	-	-	-
Other Financial Assets	-	638.61	638.61	-	-	-	-
Total Financial Assets	5,400.68	38,375.26	43,775.94	-	-	-	-
Borrowings (Incl. Current Maturities)	-	16,207.75	16,207.75	-	-	-	-
Trade Payable	-	29,335.69	29,335.69	-	-	-	-
Other Financial Liabilities	-	1,689.44	1,689.44	-	-	-	-
Total Financial Liabilities	-	47,232.88	47,232.88	-	-	-	-

Notes to the Financial Statements

for the year ended March 31, 2019

As at March 31, 2018

(₹ in Lakhs)

Particulars	Carrying Value			Fair Value			
	At Cost	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Investments (Note i)	4,848.30	-	4,848.30	-	-	-	-
Loans	-	2,001.41	2,001.41	-	-	-	-
Trade Receivables	-	31,958.04	31,958.04	-	-	-	-
Cash and Cash Equivalents	-	1,562.16	1,562.16	-	-	-	-
Other Bank Balances	-	208.87	208.87	-	-	-	-
Other Financial Assets	-	651.83	651.83	-	-	-	-
Total Financial Assets	4,848.30	36,382.31	41,230.61	-	-	-	-
Borrowings (Incl. Current Maturities)	-	15,782.94	15,782.94	-	-	-	-
Trade Payable	-	25,329.72	25,329.72	-	-	-	-
Other Financial Liabilities	-	1,504.91	1,504.91	-	-	-	-
Total Financial Liabilities	-	42,617.57	42,617.57	-	-	-	-

b) Measurement of fair values:

(i) Investments in Associate, Joint Venture and Subsidiaries:

Investments in Associate, Joint Venture and Subsidiaries have been accounted at cost. Since these are scoped out of Ind AS 109 for the purposes of measurement, the same have been disclosed at cost in the tables above.

(ii) Financial Instrument measured at Amortised Cost:

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

(iii) Levels 1, 2 and 3

Level 1 : It includes Investment in equity shares and mutual fund that has a quoted price and which are actively traded on the stock exchanges. It is been valued using the closing price as at the reporting period on the stock exchanges.

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

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

(iv) There have been no transfers between Level 1 and Level 2 during the years.

31 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

As per Section 135 of the Companies Act, 2013, the Company has spent required amount of ₹ 75.39 Lakhs (2017-18: ₹ 55.25 Lakhs) during the current financial year. The details of amount spent are as under:

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Education	75.39	55.25
Total	75.39	55.25

32 EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	Units	Year ended March 31, 2019	Year ended March 31, 2018
Basic & Diluted Earning Per Share (EPS)			
(a) Profit attributable to equity shareholders of the Company	(₹ in Lakhs)	730.64	3,298.18
(b) Weighted average number of equity shares	(in Nos.)	3,00,87,446	3,00,87,446
(c) Earning per Share (Basic and Diluted)	₹	2.43	10.96
(d) Face value per Share	₹	10.00	10.00

Notes to the Financial Statements

for the year ended March 31, 2019

33 FINANCIAL RISK MANAGEMENT:

The Company's financial liabilities comprise mainly of borrowings, trade, other payables and financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Board of the Company monitors the risk as per risk management policy. Further The Audit Committee has additional oversight in the area of financial risks and controls.

The following disclosures summarize the Company's exposure to financial risks and information regarding use of derivatives employed to manage exposures to such risks. Quantitative sensitivity analysis have been provided to reflect the impact of reasonably possible changes in market rates on the financial results, cash flows and financial position of the Company.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Company comprises two types of risks: interest rate risk and currency risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables and loans.

Within the various methodologies to analyze and manage risk, Company has implemented a system based on "sensitivity analysis" on symmetric basis. This tool enables the risk managers to identify the risk position of the entities. Sensitivity analysis provides an approximate quantification of the exposure in the event that certain specified parameters were to be met under a specific set of assumptions. The risk estimates provided here assume:

- a parallel shift of 100-basis points of the interest rate yield curves in major currencies.
- a simultaneous, parallel foreign exchange rates shift in which the INR appreciates / depreciates against all currencies by 5%

The potential economic impact, due to these assumptions, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Statement of profit and loss may differ materially from these estimates due to actual developments in the global financial markets.

The analyses exclude the impact of movements in market variables on the carrying values of gratuity, pension and other post-retirement obligations and provisions.

The following assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant statement of profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2019 and March 31, 2018.

(i) 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 seeks to mitigate such risk by maintaining an adequate proportion of floating and fixed interest rate borrowings. As at March 31, 2019, approximately 7.07% of the Company's borrowings and other financial liabilities are at fixed rate (March 31, 2018 : 9.77%). Summary of financial assets and financial liabilities has been provided below:

Exposure to interest rate risk

The interest rate profile of the Company's interest - bearing financial instrument as reported to management is as follows:

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Fixed-rate instruments		
Financial Assets	1,322.38	2,211.26
Financial Liabilities	1,227.70	1,616.20
Variable-rate instruments		
Financial Assets	-	-
Financial Liabilities	16,132.72	14,929.52

Notes to the Financial Statements

for the year ended March 31, 2019

Interest rate sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates. The following table demonstrates the sensitivity of floating rate financial instruments to a reasonably possible change in interest rates. The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

Impact on Profit / (loss) after tax

Particulars	Year ended	
	March 31, 2019	March 31, 2018
Increase in 100 basis points	(104.95)	(97.63)
Decrease in 100 basis points	104.95	97.63

(₹ in Lakhs)

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company transacts business in foreign currencies (primarily USD and EUR). Consequently, the Company has foreign currency trade payables and receivables and is therefore exposed to foreign exchange risk. The Company manages its foreign currency risk by following policies approved by board as per established risk management policy. The carrying amounts of the Company's foreign currency denominated monetary items are as follows:

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk (based on notional amounts) is as follows:

Particulars	March 31, 2019		March 31, 2018	
	USD	EUR	USD	EUR
Financial Assets				
Trade receivables	38,62,506	-	39,56,739	-
Other Financial Assets	-	-	-	-
Total (A)	38,62,506	-	39,56,739	-
Financial Liabilities				
Trade payables	16,91,819	3,81,446	3,90,617	7,37,864
Borrowings	-	-	16,04,700	-
Other Financial Liabilities	3,47,200	-	-	52,070
Total (B)	20,39,019	3,81,446	19,95,317	7,89,934
Net exposure to foreign currency (A-B)	18,23,487	(3,81,446)	19,61,422	(7,89,934)

(Amount in FCY)

The following significant exchange rates have been applied during the year.

Particulars	Average rate		Year-end spot rate	
	Year Ended March 31, 2019	Year Ended March 31, 2018	As at March 31, 2019	As at March 31, 2018
USD 1	67.11	64.94	69.17	65.04
EUR 1	79.16	74.85	77.70	80.62

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and EUR rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes

Notes to the Financial Statements

for the year ended March 31, 2019

for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(₹ in Lakhs)

Particulars	USD			EUR		
	Change in exchange rate	Profit/(loss) before tax	Equity (net of tax)	Change in exchange rate	Profit/(loss) before tax	Equity (net of tax)
March 31, 2019						
Strengthening	5%	61.18	39.80	5%	(15.10)	(9.87)
Weakening		(61.18)	(39.80)		15.10	9.87
March 31, 2018						
Strengthening	5%	63.69	41.43	5%	(29.56)	(19.33)
Weakening		(63.69)	(41.43)		29.56	19.33

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk primarily trade receivables and other financial assets including deposits with banks. Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management.

Other financial assets

This comprises mainly of deposits with banks and other intercompany receivables. Credit risk arising from these financial assets is limited.

Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy and procedures. Trade receivables are non-interest bearing and generally have a credit period not exceeding 90 days. Concentrations of credit risk with respect to trade receivables are limited, due to the customer base being large and diverse. All trade receivables are reviewed and assessed for default on a quarterly basis. Historical experience of collecting receivables of the Company is supported by low level of past default and hence the credit risk is perceived to be low.

Reconciliation of loss allowance provision – Trade receivables

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Loss allowance as at beginning of the year	514.93	514.93
Changes in Loss allowance	169.83	-
Loss allowances as at end of the year	684.76	514.93

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties.

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing from both banks and financial institutions at an optimised cost.

Notes to the Financial Statements

for the year ended March 31, 2019

The table below analysis non-derivative financial liabilities of the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed under the ageing buckets are the contractual undiscounted cash flows and includes contractual interest payments.

(₹ in Lakhs)

Particulars	Carrying amount	Less than 12 months	More than 12 months	Total
As at March 31, 2019				
Financial Liabilities				
Borrowings (Incl. Current Maturities)	16,207.75	15,517.43	690.32	16,207.75
Trade Payables	29,335.69	29,335.69	-	29,335.69
Other Financial Liabilities	1,689.44	1,689.44	-	1,689.44
Total	47,232.88	46,542.56	690.32	47,232.88
As at March 31, 2018				
Financial Liabilities				
Borrowings (Incl. Current Maturities)	15,782.94	13,811.38	1,971.56	15,782.94
Trade Payables	25,329.72	25,329.72	-	25,329.72
Other Financial Liabilities	1,504.91	1,504.91	-	1,504.91
Total	42,617.57	40,646.01	1,971.56	42,617.57

34 CAPITAL MANAGEMENT:

For the purpose of the Company's capital management, capital includes paid-up equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital, as well as level of dividends to equity share holders.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using Debt-Equity ratio, which is net debt divided by total equity. The Company's policy is to keep the net debt to equity ratio below 2. The Company includes within net debt, interest bearing loans and borrowings, less cash and short-term deposits.

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest-bearing loans and borrowings (Note 14)	16,132.72	15,519.71
Less: Cash and Cash Equivalents (Note 11)	(2,776.80)	(1,771.03)
Adjusted Net Debt	13,355.92	13,748.68
Equity Share Capital (Note 12)	3,008.74	3,008.74
Other Equity (Note 13)	35,003.71	34,778.69
Total Equity	38,012.45	37,787.43
Adjusted net debt to total equity ratio	0.35	0.36

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019 and March 31, 2018.

Notes to the Financial Statements

for the year ended March 31, 2019

35 EMPLOYEE BENEFITS

a) Defined contribution plans:

The Company makes contributions towards provident fund to defined contribution retirement benefit plan for qualifying employees. The provident fund contributions are made to Government administered Employees Provident Fund. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

Details of amount recognized as expenses during the year:

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Contribution to Provident Fund	227.97	235.11
Total	227.97	235.11

b) Defined benefit plan:

The Company has defined benefit gratuity plan for its employees. The employee who has completed five years or more of service is entitled to gratuity on termination of his employment at 15 days last drawn salary for each completed year of service. The scheme is funded. The present value of obligation in respect of gratuity is determined based on actuarial valuation using the Project Unit Credit Method as prescribed by Ind AS - 19. Gratuity has been recognised in the financial statement as per details given below:

Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting year on government bonds. If the return on plan asset is below this rate, it will create plan deficit.

Interest risk:

A fall in the discount rate which is linked to the Government Security Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Longevity risk:

Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Salary risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Notes to the Financial Statements

for the year ended March 31, 2019

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at March 31, 2019.

(i) Reconciliation in present value of defined benefit obligation:

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Defined benefit obligations as at beginning of the year	302.38	250.92
Current service cost	85.22	61.16
Past service cost	-	7.70
Interest cost	21.08	18.87
Actuarial (Gains)/Losses	49.56	8.44
Benefits paid	(69.78)	(44.71)
Defined benefit obligations as at end of the year	388.46	302.38

(ii) Reconciliation change in fair value of plan assets:

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Fair Value of Plan Assets at the beginning of the year	167.95	178.55
Interest Income	13.32	13.43
Contribution by Employer	77.00	25.00
Benefits paid from the fund	(69.78)	(44.72)
Return on Plan Assets, Excluding Interest Income	(5.40)	(4.31)
Fair Value of Plan Assets at the end of the year	183.09	167.95

(iii) Amount recognised in balance sheet

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
PVO at the end of year	388.46	302.38
Fair value of planned assets at the end of year	(183.09)	(167.95)
Net Liability recognised in the balance sheet	205.37	134.43

(iv) Amount recognised in Statement of Profit and Loss:

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Current service cost	85.22	61.16
Interest cost	7.76	5.44
Past service cost	-	7.70
Expense recognised	92.98	74.30

(v) Amount recognised in Other Comprehensive Income:

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Total Actuarial (Gains)/ Losses	52.39	12.75

Notes to the Financial Statements

for the year ended March 31, 2019

(vi) Principal assumptions used in determining defined benefit obligations for the Company

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Discount rate (Per Annum)	7.61%	7.88%
Salary escalation rate (Per Annum)	4.00%	6.00%
Mortality Rate [as % of Indian Assured Lives Mortality (IALM) (2006-08) Ultimate]	IALM (2006-08) Rates	
Normal Retirement Age (In Years)	58	58
Average Future Service (In Years)	13.73	12

Note 1: Discount rate is determined by reference to market yields at the balance sheet date on Government bonds, where the currency and terms of the Government bonds are consistent with the currency and estimated terms for the benefit obligation.

Note 2: The estimate of future salary increases taken into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Additional Disclosure Items

(vii) Category of Assets

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Insurance Fund	183.09	167.95

(viii) Expected Cash flow of Maturity Profile for following years of Defined Benefit Obligations:

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Year	35.43	26.22
Between 2 to 5 Year	70.02	101.22
Between 6 to 10 Year	163.63	126.89
Beyond 10 Years	-	422.07

(ix) Sensitivity analysis

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Under Base Scenario		
Salary Escalation - Up by 1 %	431.92	26.62
Salary Escalation - Down by 1%	(350.38)	(23.47)
Withdrawal Rates - Up by 1%	398.97	6.31
Withdrawal Rates - Down by 1%	(376.39)	(7.31)
Discount Rates - Up by 1%	(351.15)	(22.48)
Discount Rates - Down by 1%	432.20	25.86

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

(₹ in Lakhs)

Total employee benefit liabilities	Note	As at March 31, 2019	As at March 31, 2018
Provisions	19	205.37	134.43

Notes to the Financial Statements

for the year ended March 31, 2019

36 RELATED PARTY DISCLOSURES

As per the Ind AS - 24 Related Party Disclosures, the related parties of the Company are as follows :

a) Name of the related parties and nature of relationships :

(i) Subsidiaries

Subsidiaries of Asian Granito India Limited

AGL Industries Limited

Crystal Ceramic Industries Private Limited

Amazoone Ceramics Limited

Camrola Quartz Limited

Subsidiary of AGL Industries Limited

Powergrace Industries Limited

(ii) Associate:

Astron Paper and Board Mills Limited

(iii) Joint Venture:

AGL Panaria Private Limited

(iv) Key Management Personnel (KMP)

Particulars	Designation
Kamleshbhai Bhagubhai Patel	Chairman & Managing Director
Mukeshbhai Jivabhai Patel	Managing Director
Sureshbhai Jivabhai Patel	Director
Kalidasbhai Jivabhai Patel	Chief Finance Officer
Bhogibhai Bhikhabhai Patel	Director
Kanubhai Bhikhabhai Patel	Director
Bhaveshbhai Vinodbhai Patel	Director
Renuka A Upadhyay	Company Secretary

(v) Relatives of Key Management Personnel (KMP)

Hinaben Kamleshbhai Patel	Zalakben Hirenabhai Patel
Bhagubhai Punjabhai Patel	Parulben Kanubhai Patel
Hiraben Bhagubhai Patel	Sureshbhai Bhikhabhai Patel
Rajviben Kuldeepbhai Patel	Asmitaben Bhaveshbhai Patel
Kuldeepbhai Rameshbhai Patel	Vinodbhai Lalabhai Patel
Bhanuben Mukeshbhai Patel	Vipulbhai Vinodbhai Patel
Dhuliben Jivabhai Patel	Alpaben Jagdishbhai Patel
Shaunakbhai Mukeshbhai Patel	Bhaveshbhai Bhogibhai Patel
Shaliniben Shaunakbhai Patel	Rameshbhai Bhikhabhai Patel
Chhayaben Sureshbhai Patel	Ankitaben Kalidasbhai Patel
Hirenabhai Sureshbhai Patel	Dimpalben Bhogibhai Patel

(vi) Enterprises over which KMP and/or their relatives having significant influence

Affil Vitrified Pvt Limited	AGL Developers
Aryan Buildspace LLP	AGL Infrastructure Pvt Limited

(vii) Post employment benefit plan

Asian Granito India Limited Employees Group Gratuity Fund

Notes to the Financial Statements

for the year ended March 31, 2019

(b) Terms and conditions of transactions with related parties

- (i) Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions.
- (ii) Rate of Interest to / from related party carries below mentioned rates:

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Loan to:		
Amazoone Ceramics Ltd	12.00%	12.00%
Astron Paper & Board Mill Ltd	-	12.00%
Trodo Ceramics Pvt Ltd	-	10.00%
Crystal Ceramic Industries Private Limited	10.00%	9.25%
Camrola Quartz Ltd	12.00%	9.25%
Loan from:		
AGL Industries Ltd	-	12.00%

- (iii) Financial guarantee given to Bank on behalf of subsidiaries carries no charge and are unsecured.

(c) Transactions with key management personnel

Compensation of key management personnel of the Company

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Kamleshbhai Bhagubhai Patel	41.38	34.56
Mukeshbhai Jivabhai Patel	33.22	26.40
Sureshbhai Jivabhai Patel	28.51	25.92
Bhavesbhai Vinodbhai Patel	20.41	18.00
Kanubhai Bhikhabhai Patel	21.23	15.00
Bhogibhai Bhikhabhai Patel	13.84	11.64
Renuka A Upadhyay	15.68	14.15
Kalidasbhai Jivabhai Patel	12.53	9.18
Total compensation paid to key management personnel	186.81	154.85

Notes to the Financial Statements

for the year ended March 31, 2019

36 RELATED PARTY DISCLOSURES (CONT...)

The following table summarizes related-party transactions and balances for the year ended/as at March 31, 2019 and March 31, 2018

Particulars	Subsidiaries		Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Purchase of Products	12,000.48	14,034.77	-	-	2.31	29.69	5,695.69	8,486.14	-	-
Sale of Products	1,325.37	924.23	48.72	971.42	4.31	0.38	2.50	1.11	-	-
Sale of Property, Plant & Equipment	141.62	64.90	-	-	-	-	-	47.20	-	25.90
Quality Complain	24.51	-	-	10.60	-	-	8.98	-	-	-
Interest Received	135.82	197.31	-	-	-	37.12	-	-	-	-
Interest Paid	-	5.06	-	-	-	-	-	-	-	-
Rent Received	0.38	20.54	1.69	4.95	-	-	-	-	14.08	14.08
Rent Paid	3.00	7.04	-	-	-	-	18.67	15.99	-	-
Sales Commission Expense	29.84	36.58	-	-	-	-	-	-	-	-
Sales Commission Income	0.07	-	-	-	-	-	0.91	-	-	-
Loan Given	85.50	1,139.65	-	-	-	-	-	-	-	35.00
Loan Taken	-	22.49	-	-	-	-	-	-	134.08	306.70
Loan Repaid	-	81.94	-	-	-	-	-	-	322.28	43.47
Loan Recovered	820.02	1,348.52	-	-	-	532.76	-	-	-	35.00
Deposit Given	-	6.00	-	-	-	-	-	-	-	-
Deposit Recovered	-	6.00	-	-	-	-	-	-	-	-
Advance Received	-	-	-	7.68	-	-	-	-	-	-
Investment	552.38	1,848.00	-	300.00	-	-	-	-	-	-
Reimbursement of Exp.	95.81	120.06	-	-	-	-	26.65	-	-	-
Director's Remuneration	-	-	-	-	-	-	-	-	158.59	131.52
Director Sitting Fee	-	-	-	-	-	-	-	-	6.30	4.56
Employee Benefit Exp	-	-	-	-	-	-	-	-	195.09	191.18
Contribution to Gratuity Fund	-	-	-	-	-	-	77.00	25.00	-	-
Guarantee Given	-	4,280.00	-	-	-	-	-	-	-	-
Dividend Paid	-	-	-	-	-	-	-	-	-	70.86
Other Income	29.50	-	-	-	-	-	-	-	-	-
Purchase of Fixed Assets	32.51	-	-	-	-	-	-	-	-	-
Other Paid	-	-	-	-	-	-	-	-	-	2.78

(₹ in Lakhs)

Notes to the Financial Statements

for the year ended March 31, 2019

36 RELATED PARTY DISCLOSURES (CONT...)

(₹ in Lakhs)

Particulars	Subsidiaries		Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Outstanding Balances										
Trade Payable	3,982.12	3,079.98	28.57	29.51	-	4.99	2,448.13	3,882.97	-	-
Trade Receivable	754.64	280.23	301.80	422.40	-	-	-	48.43	3.52	3.52
Guarantee Given	20,880.00	20,880.00	-	-	-	-	-	-	-	-
Investment (Refer Note 4)	3,581.53	3,029.15	941.65	941.65	877.50	877.50	-	-	-	-
Loan Given	1,079.81	1,692.09	-	-	-	-	-	-	-	-
Loan Taken	-	-	-	-	-	-	-	-	75.03	263.23
Transactions During the Period										
Purchase of Material / Finished Goods										
Amazoone Ceramics Ltd	5,416.21	5,055.33	-	-	-	-	-	-	-	-
Crystal Ceramic Industries Pvt Ltd	6,580.03	8,975.85	-	-	-	-	-	-	-	-
Powergrace Industries Ltd	1.16	3.59	-	-	-	-	-	-	-	-
Astron Paper & Board Mill Ltd	-	-	-	-	2.31	29.69	-	-	-	-
Camrola Quartz Ltd	3.08	-	-	-	-	-	-	-	-	-
Affil Vitrified Pvt Ltd	-	-	-	-	-	-	5,695.69	8,486.14	-	-
	12,000.48	14,034.77			2.31	29.69	5,695.69	8,486.14		
Sale of Products										
Amazoone Ceramics Ltd	1,249.82	820.21	-	-	-	-	-	-	-	-
Crystal Ceramic Industries Pvt Ltd	70.42	87.37	-	-	-	-	-	-	-	-
Powergrace Industries Ltd	-	16.65	-	-	-	-	-	-	-	-
Camrola Quartz Ltd	5.13	-	-	-	-	-	-	-	-	-
Astron Paper & Board Mill Ltd	-	-	-	-	4.31	0.38	-	-	-	-
Affil Vitrified Pvt Ltd	-	-	-	-	-	-	2.50	0.84	-	-
AGL Panaria Pvt Ltd	-	-	48.72	971.42	-	-	-	-	-	-
Aiyana Buildspace LLP	-	-	-	-	-	-	-	0.27	-	-
	1,325.37	924.23	48.72	971.42	4.31	0.38	2.50	1.11		
Sale of Property, Plant & Equipment										
Crystal Ceramic Industries Pvt Ltd	33.00	64.90	-	-	-	-	-	-	-	-
Amazoone Ceramics Ltd	108.62	-	-	-	-	-	-	-	-	-
Affil Vitrified Pvt Ltd	-	-	-	-	-	-	-	47.20	-	-
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	-	-	-	25.90
	141.62	64.90						47.20		25.90

Notes to the Financial Statements

for the year ended March 31, 2019

36 RELATED PARTY DISCLOSURES (CONT...)

(₹ in Lakhs)

Particulars	Subsidiaries		Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Quality Complain										
AGL Panaria Pvt Ltd	-	-	-	10.60	-	-	-	-	-	-
Amazoone Ceramics Ltd	12.69	-	-	-	-	-	-	-	-	-
Crystal Ceramic Industries Pvt Ltd	11.82	-	-	-	-	-	8.98	-	-	-
	24.51			10.60			8.98			
Interest Received										
Amazoone Ceramics Ltd	46.10	123.43	-	-	-	-	-	-	-	-
Crystal Ceramic Industries Pvt Ltd	75.21	38.66	-	-	-	-	-	-	-	-
Astron Paper & Board Mill Ltd	-	-	-	-	-	37.12	-	-	-	-
Trodo Ceramics Pvt Ltd	14.51	27.84	-	-	-	-	-	-	-	-
Camrola Quartz Ltd	7.38	7.38	-	-	-	-	-	-	-	-
	135.82	197.31				37.12				
Interest Paid										
AGL Industries Ltd	-	5.06	-	-	-	-	-	-	-	-
		5.06								
Rent Received										
Powergrace Industries Ltd	0.22	20.39	-	-	-	-	-	-	-	-
Crystal Ceramic Industries Pvt Ltd	0.11	0.02	-	-	-	-	-	-	-	-
Camrola Quartz Ltd	0.05	0.13	-	-	-	-	-	-	-	-
AGL Panaria Pvt Ltd	-	-	1.69	4.95	-	-	-	-	14.08	14.08
Others	-	-	-	-	-	-	-	-	14.08	14.08
	0.38	20.54	1.69	4.95						
Rent Paid										
Amazoone Ceramics Ltd	3.00	7.04	-	-	-	-	-	-	-	-
Affil Vitrified Pvt Ltd	-	-	-	-	-	-	3.00	2.12	-	-
AGL Infrastructure Pvt Ltd	-	-	-	-	-	-	15.67	13.87	-	-
	3.00	7.04					18.67	15.99		
Sales Commission Expense										
Amazoone Ceramics Ltd	24.86	36.58	-	-	-	-	-	-	-	-
Crystal Ceramic Industries Pvt Ltd	4.98	-	-	-	-	-	-	-	-	-
	29.84	36.58								

Notes to the Financial Statements

for the year ended March 31, 2019

36 RELATED PARTY DISCLOSURES (CONT...)

(₹ in Lakhs)

Particulars	Subsidiaries		Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Camrola Quartz Ltd	334.58	-	-	-	-	-	-	-	-	-
Astron Paper & Board Mill Ltd	-	-	-	532.76	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	35.00
	820.02	1,348.52	-	-	-	532.76	-	-	-	35.00
Deposit Given & Recovered										
Crystal Ceramic Industries Pvt Ltd	-	6.00	-	-	-	-	-	-	-	-
	-	6.00	-	-	-	-	-	-	-	-
Advance Received										
AGL Panaria Pvt Ltd	-	-	-	7.68	-	-	-	-	-	-
	-	-	-	7.68	-	-	-	-	-	-
Investment										
Amazoone Ceramics Ltd	13.26	13.00	-	-	-	-	-	-	-	-
Crystal Ceramic Industries Pvt Ltd	-	1,575.00	-	-	-	-	-	-	-	-
Trodo Ceramics Pvt Ltd	-	5.00	-	-	-	-	-	-	-	-
Camrola Quartz Ltd	539.12	255.00	-	-	-	-	-	-	-	-
AGL Panaria Pvt Ltd	-	-	-	300.00	-	-	-	-	-	-
	552.38	1,848.00	-	300.00	-	-	-	-	-	-
Reimbursement of Exp.										
Amazoone Ceramics Ltd	-	17.26	-	-	-	-	-	-	-	-
Affil Vitrified Pvt Ltd	-	-	-	-	-	-	19.32	-	-	-
Crystal Ceramic Industries Pvt Ltd	16.58	-	-	-	-	-	-	-	-	-
AGL Infrastructure Pvt Ltd	79.23	102.80	-	-	-	-	7.33	-	-	-
Powergrace Industries Ltd	95.81	120.06	-	-	-	-	26.65	-	-	-
Director's Remuneration										
Kamleshbhai Bhagubhai Patel	-	-	-	-	-	-	-	-	41.38	34.56
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	-	-	33.22	26.40
Sureshbhai Jivabhai Patel	-	-	-	-	-	-	-	-	28.51	25.92
Bhaveshbhai Vinodbhai Patel	-	-	-	-	-	-	-	-	20.41	18.00
Kanubhai Bhikhabhai Patel	-	-	-	-	-	-	-	-	21.23	15.00
Bhogibhai Bhikhabhai Patel	-	-	-	-	-	-	-	-	13.84	11.64
	-	-	-	-	-	-	-	-	158.59	131.52

Notes to the Financial Statements

for the year ended March 31, 2019

36 RELATED PARTY DISCLOSURES (CONT...)

Particulars	(₹ in Lakhs)											
	Subsidiaries		Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP			
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Balances as at year end	32.51	-	-	-	-	-	-	-	-	-	-	-
Trade Payable												
Amazone Ceramics Ltd	2,625.19	2,309.48	-	-	-	-	-	-	-	-	-	-
Crystal Ceramic Industries Pvt Ltd	1,356.93	770.50	-	-	-	-	-	-	-	-	-	-
Astron Paper & Board Mill Ltd	-	-	-	4.99	-	-	-	-	-	-	-	-
AGL Panaria Pvt Ltd	-	-	28.57	29.51	-	-	-	-	-	-	-	-
Affil Vitrified Pvt Ltd	-	-	-	-	-	-	2,376.13	3,810.97	-	-	-	-
AGL developers	-	-	-	-	-	-	72.00	72.00	-	-	-	-
	3,982.12	3,079.98	28.57	29.51	4.99	2,448.13	3,882.97					
Trade Receivable												
Amazone Ceramics Ltd	668.34	92.95	-	-	-	-	-	-	-	-	-	-
Crystal Ceramic Industries Pvt Ltd	65.75	92.27	-	-	-	-	-	-	-	-	-	-
Powergrace Industries Ltd	12.45	94.88	-	-	-	-	-	-	-	-	-	-
Camrola Quartz Ltd	8.10	0.13	-	-	-	-	-	-	-	-	-	-
AGL Panaria Pvt Ltd	-	-	301.80	422.40	-	-	-	-	-	-	-	-
Affil Vitrified Pvt Ltd	-	-	-	-	-	-	-	48.17	-	-	-	-
Aryan Buildspace LLP	-	-	-	-	-	-	-	0.26	-	-	-	-
Others	-	-	-	-	-	-	-	-	3.52	-	-	3.52
	754.64	280.23	301.80	422.40			48.43		3.52	3.52		
Guarantees Given												
Crystal Ceramic Industries Pvt Ltd	16,600.00	16,600.00	-	-	-	-	-	-	-	-	-	-
Camrola Quartz Ltd	4,280.00	4,280.00	-	-	-	-	-	-	-	-	-	-
	20,880.00	20,880.00										
Loan Given												
Crystal Ceramic Industries Pvt Ltd	828.41	-	-	-	-	-	-	-	-	-	-	-
Camrola Quartz Ltd	110.11	431.64	-	-	-	-	-	-	-	-	-	-
Trodo Ceramics Pvt Ltd	-	739.71	-	-	-	-	-	-	-	-	-	-
Amazone Ceramics Ltd	141.29	520.74	-	-	-	-	-	-	-	-	-	-
AGL Panaria Pvt Ltd	-	-	-	8.29	-	-	-	-	-	-	-	-
	1,079.81	1,692.09		8.29								
Loan Taken												
AGL Industries Ltd	-	-	-	-	-	-	-	-	-	-	-	-
Kamleshbhai Bhagubhai Patel	-	-	-	-	-	-	-	-	-	-	-	57.85
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	-	-	-	-	-	80.38
Sureshbhai Jivabhai Patel	-	-	-	-	-	-	-	-	-	-	-	75.00
Kanubhai Bhikhabhai Patel	-	-	-	-	-	-	-	-	-	-	-	25.00
Bhogibhai Bhikhabhai Patel	-	-	-	-	-	-	-	-	-	-	-	25.00
									36.70	38.33		263.23

Notes to the Financial Statements

for the year ended March 31, 2019

37 CONTINGENT LIABILITIES AND COMMITMENTS

I. Contingent liabilities

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2019	March 31, 2018
(a) Claims against the Company not acknowledged as debts comprise of		
i) In respect of Pending Income Tax Demands	906.38	1,153.10
ii) In respect of Pending Sales Tax Demands	2,666.31	1,913.76
iii) In respect of Pending Excise Duty claim by DGFT	167.97	167.97
iv) In respect of Pending Excise Duty claim by DGCEI	2,043.18	2,043.18
v) In respect of Pending Consumer/Legal Cases	37.05	44.91
(b) Bank guarantees for Performance, Earnest Money & Security Deposits	1,965.95	1,868.37
(c) Corporate Guarantee Given on behalf of subsidiaries	20,880.00	20,880.00
Total	28,666.84	28,071.29

II. Commitments

(₹ in Lakhs)

Particulars	As at	As at
	March 31, 2019	March 31, 2018
Letter of Credit Opened with Banks	1,196.08	1,255.34
Total	1,196.08	1,255.34

The above matters are currently being considered by the tax authorities with various forums and the Company expects the judgement will be in its favour and has therefore, not recognised the provision in relation to these claims. Future cash outflow in respect of above will be determined only on receipt of judgement & decision pending with tax authorities with various forums. The potential undiscounted amount of total payments for taxes that the Company may be required to make if there was an adverse decision related to these disputed demands of regulators as of the date reporting period ends are as stated above.

38 REGULATORY DISCLOSURES

a) Disclosure as per Regulation 53(F) Of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(₹ in Lakhs)

Particulars	Relationship	Outstanding amount as at		Maximum Outstanding balance during the year ended	
		March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
		Crystal Ceramic Industries Pvt Ltd	Subsidiary	828.41	-
Astron Paper & Board Mill Ltd	Associate	-	-	-	532.76
Amazoone Ceramics Ltd	Subsidiary	141.29	520.74	520.74	1,195.32
Camrola Quartz Limited	Subsidiary	110.11	431.64	481.64	431.64
Trodo Ceramics Pvt Ltd	Subsidiary	-	739.71	-	739.71

The above loan given to subsidiary for its business activities (Refer Note 36)

Notes to the Financial Statements

for the year ended March 31, 2019

b) Disclosure as per Section 186 of the Companies Act, 2013

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

- (i) Details of Investments made are given in Note 4.
 (ii) Details of loans given by the Company are as follows:

Particulars	Relationship	Rate of Interest (%)		Loan Given (₹ in Lakhs)	
		Year ended March 31, 2019	Year ended March 31, 2018	As at March 31, 2019	As at March 31, 2018
Crystal Ceramic Industries Pvt Ltd	Subsidiary	10%	9%	828.41	-
Amazoone Ceramics Ltd	Subsidiary	12%	12%	141.29	520.74
Camrola Quartz Limited	Subsidiary	12%	9%	110.11	431.64
Trodo Ceramics Pvt Ltd	Subsidiary	-	10%	-	739.71

- (iii) There are guarantees issued by the Company in accordance with Section 186 of the Companies Act, 2013 read with rules issued thereunder are as below.

Particulars	Relationship	(₹ in Lakhs)	
		As at March 31, 2019	As at March 31, 2018
Crystal Ceramic Industries Pvt Ltd	Subsidiary	16,600.00	16,600.00
Camrola Quartz Limited	Subsidiary	4,280.00	4,280.00

- 39 The Company has not received full information from vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act); disclosure relating to amount unpaid at year end together with interest paid/payable have been given based on the information so far available with the Company/identified by the Company management:

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
1 the principal amount and the interest due thereon remaining unpaid to any supplier at the end of the year	538.74	690.84
2 the amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
3 the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
4 the amount of interest accrued and remaining unpaid at the end of the year	2.34	-
5 the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

40 LEASES

A. Assets given on operating lease

The Company has given various premises under operating lease or leave and license Agreements. These are generally cancellable, having a term between 11 months and 3 years and have no specific obligation for renewal.

B. Assets taken on operating lease

The Company has taken certain assets such as Office space and warehouses on operating lease. The lease rentals are payable by the Company on a monthly basis.

Notes to the Financial Statements

for the year ended March 31, 2019

Future minimum lease rentals payable under cancellable lease agreements are as under :

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
(i) Not later than a year	18.85	71.98
(ii) Later than a year but not later than five years	49.67	29.34
(iii) More than five years	2.12	-
Total	70.64	101.32

- C. Lease payments recognised in the Statement of Profit and Loss for the year is ₹ 388.54 Lakhs (Previous year ₹ 336.13 lakhs). Such payments are recognised in the Statement of Profit and Loss under 'Rent, Rates & Taxes' in Note 28.

41 SEGMENT INFORMATION

The Company has only one reportable segment viz, Tiles & Marbles as per Ind As 108 - Operating Segment.

Entity Wide Disclosure

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Non-current Operating Assets:		
In India	24,129.12	23,386.31
Outside India	-	-
Total	24,129.12	23,386.31

Geographic Information

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Revenue from external customers:		
In India	88,539.89	91,588.52
Outside India	11,520.53	9,249.32
Total	1,00,060.42	1,00,837.84

42 DISCLOSURE OF SIGNIFICANT INTEREST IN SUBSIDIARIES AS PER IND AS 27

Sr. No.	Name of Entities	Relationship	Places of Business	Ownership as at	
				March 31, 2019	March 31, 2018
1	AGL Industries Limited	Subsidiary	India	100.00%	100.00%
2	Trodo Ceramics Private Limited	Subsidiary	India	0.00%	100.00%
3	Amazoone Ceramics Limited	Subsidiary	India	95.32%	94.80%
4	Camrola Quartz Limited	Subsidiary	India	51.00%	51.00%
5	Powergrace Industries Limited	Step Subsidiary	India	100.00%	100.00%
6	Crystal Ceramic Industries Private Limited	Subsidiary	India	70.00%	70.00%

43 RECENT INDIAN ACCOUNTING STANDARDS (IND AS)

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

In March 2019, the Ministry of Corporate Affairs (MCA) issued the Companies (Indian Accounting Standards) Amendment Rules, 2019 notifying Ind AS 116 'Leases'. The Standard is applicable to the Company with effect from April 1, 2019.

Notes to the Financial Statements

for the year ended March 31, 2019

The standard changes the recognition, measurement, presentation and disclosure of leases. It requires:

- Lessees to record all leases on the balance sheet with exemptions available for low value and short-term leases.
- At the commencement of a lease, a lessee will recognise lease liability and an asset representing the right to use the asset during the lease term (right-of-use asset).
- Lessees will subsequently reduce the lease liability when paid and recognise depreciation on the right-of-use asset.
- A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the right-of-use asset.
- The standard has no impact on the actual cash flows of a Company. However, operating lease payments currently expensed as operating cash outflows will instead be capitalised and presented as financing cash outflows in the statement of cash flows.

44 The Intelligence Officers from the office of Directorate of revenue intelligence (DRI), Ahmedabad have carried out search proceedings at the office premises of the Company on December 11, 2018 on the pretext of alleged undervaluation in respect of import of Crystallized Glass Panels from China during the years 2017 and 2018. The Company has paid an amount of ₹ 350.00 Lakhs towards differential customs duty under protest.

45 In the opinion of Board of Directors

- (a) Current assets, non-current loans and advances are realizable in the ordinary course of business, at the value at which they are stated.
- (b) The provision for all known liabilities are adequate and not in excess of the amount reasonably necessary.

46 Balance of Trade receivables, Trade payables, loans and advances are subject to confirmation from the respective parties.

47 The figures pertaining to previous periods have been regrouped and restated wherever necessary, to make them comparable.

As per our report of even date
 For **Manubhai & Shah LLP**
 Chartered Accountants
 ICAI Firm Reg. No.-106041W/W100136

J. D. Shah
 Partner
 Membership No.-100116
 Place: Ahmedabad
 Date: May 28, 2019

For and on behalf of the Board

Kamleshbhai B. Patel
 Chairman & Managing Director
 DIN: 00229700

Kalidasbhai J. Patel
 Chief Financial Officer

Place: Ahmedabad
 Date: May 28, 2019

Mukeshbhai J. Patel
 Managing Director
 DIN: 00406744

Renuka A. Upadhyay
 Company Secretary
 Membership No.- F8040

FINANCIAL STATEMENTS (CONSOLIDATED)

Independent Auditor's Report

To
 The Members of
 Asian Granito India Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OPINION

We have audited the accompanying consolidated financial statements of Asian Granito India Limited ("the Holding Company") and its subsidiaries, (the Holding Company and its subsidiaries together referred to as "the Group") and its associate and joint venture, which comprise the Consolidated Balance Sheet as at March 31, 2019, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity, for the year then ended, and notes to the consolidated financial statements, including summary of significant accounting policies and other explanatory information (herein 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, 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 other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity 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 specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated

Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

EMPHASIS OF MATTER

We draw attention to Note no. 45 (d) in respect of accounting of scheme of amalgamation between Crystal Ceramics Industries Private Limited ('CC IPL' or 'erstwhile Step Subsidiary and now Subsidiary of the Asian Granito India Limited (the Holding Company)) with Trodo Ceramics Private Limited (wholly owned subsidiary of the Holding Company), Nidhi Securities Limited, Faith Corporation Private Limited, Vista Corporation Private Limited, Bhavya Corporation Private Limited, Dhara Corporation Private Limited sanctioned by National Company Law Tribunal vide order dated October 22, 2018 the company has accounted amalgamation for business combination of entity under Acquisition of Business using "pooling of interest" method as prescribed in the scheme approved by NCLT. This accounting treatment is different from that prescribed under Ind AS 103 – Business Combination as applicable to the group. As explained in the said note, the fair value of assets and liabilities is not materially different from their carrying value. Our opinion is not modified in respect of this matter.

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 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.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>Recoverability assessment of trade receivables:</p> <p>The Group has Trade Receivable of ₹ 40020.13 Lakhs after providing for expected credit loss of ₹ 732.71 Lakhs as at March 31, 2019.</p> <p>Trade receivables of the Group comprises mainly receivables in relation to the Group's revenue from sale of Products such as tiles, marbles and quartz.</p> <p>The recoverable amount was estimated by management based on expected credit loss model which is based on specific recoverability assessment on individual debtor with reference to the ageing profile, historical payment pattern and the past record of default of the customer.</p> <p>Management would make provision based on the established model as well as specific provision against individual balances with reference to its recoverable amount.</p> <p>For the purpose of establishing provisioning model to evaluate expected credit loss, significant judgements and assumptions, including the credit risks of customers, criteria for determining significant increase in credit risk, determination of probability of default, timing and amount of realisation of these receivables, are required to be made.</p> <p>Relevant references in the Financial Statements</p> <p>Impairment of financial assets: Accounting policies 1.6(g)</p> <p>Trade Receivables: Note 11 of the consolidated financial statements</p>	<p>We tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> • Process of estimating expected credit loss; • Identification of loss events, including early warning and default warning indicators; • Assessment and approval of individual loss provisions; • Governance including model validation and the assessment of the suitability of models, appropriateness of assumptions, and approval of provisions; and • Completeness and accuracy of data input into models and provision calculators. <p>We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> • Tested the accuracy of ageing of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables and identified any debtors with financial difficulty through discussion with management. • Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers and to consider if any additional provision should be made; and • Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis. <p>We assessed the appropriateness and presentation of disclosures against relevant Ind AS.</p>
2	<p>Evaluation of uncertain tax positions and recovery of tax receivables</p> <p>The Group has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Relevant references in the Financial Statements</p> <p>Provision & Contingencies: Accounting policies 1.6(L)</p> <p>Contingent liabilities and Commitments: Note 38 of the financial statements</p> <p>Other Current Assets: Note 8 of the financial statements, includes VAT recoverable amounting to ₹ 280.59 Lakhs and Current tax assets in respect of Advance Income Tax amounting to ₹ 252.83 Lakhs, are pending adjudication.</p>	<p>We have obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management.</p> <p>We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.</p> <p>We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability upon final resolution.</p> <p>Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2018 to evaluate whether any change was required to management's position on these uncertainties.</p>

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditors' report thereon. The other information is 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, compare with the financial statements of subsidiaries, joint venture and associate audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and 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. Other information so far as it relates to the subsidiaries, joint venture and associate, is traced from their financial statements audited by the other auditors.

When we read the Other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

RESPONSIBILITY OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding 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 cash flows and consolidated changes in equity of the Group including its Associate and Joint venture in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and its joint venture 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 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 Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group (and of its associate and joint venture) are responsible for assessing the ability of the Group (and of its associate and joint venture) to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or 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 associate and joint venture are responsible for overseeing the financial reporting process of the Group and of its associate and joint venture.

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 a high level of assurance, but is not a guarantee that an 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 misstatement 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 internal control.
- Obtain an understanding of internal financial control 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 Holding 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 the 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 associate and joint venture to continue as a 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 and its associate and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, 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 business activities within the Group and its associate and joint venture 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 the other auditors, such branch auditors and 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.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding 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 / financial information of five subsidiaries, whose financial statements reflect total assets of ₹ 47,155.26 Lakhs as at March 31, 2019, total revenues of ₹ 32,099.04 Lakhs and net cash inflows amounting to ₹ 43.14 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of ₹ 432.03 Lakhs for the year ended March 31, 2019, as considered in the consolidated financial statements, in respect of one associate and one joint venture, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint venture and associate, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint venture and associate is based solely on the reports of the other auditors.

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the financial information of the subsidiaries, associate and joint venture entities referred to in the Other Matters section above we report, to the extent applicable 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 purposes 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, returns and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity 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 Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies, associate company and joint venture company incorporated in India, none of the directors of the Group companies, its associate company and joint venture company incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Holding Company, subsidiary companies, associate companies and joint venture companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of

internal financial controls over financial reporting of those companies.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Holding Company to its directors during the year is in accordance with the requisite approvals mandated by the provision of Section 197 read with Schedule V to 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate and joint venture
 - ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate company and joint venture company incorporated in India.

For, **Manubhai & Shah LLP**
 Chartered Accountants
 ICAI Firm Reg. No.: 106041WW100136

Place: Ahmedabad
 Date: May 28, 2019

J. D. Shah
 Partner
 Membership No. 100116

Annexure – A to the Independent Auditor's Report on Consolidated Financial Statements

(Referred to in paragraph 1(f) under "Report on Other Legal and Regulatory Requirements" section of our report to the members of Asian Granito India Limited of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

In conjunction with our audit of the consolidated financial statements of Asian Granito India Limited as of and for the year ended March 31, 2019, we have also audited the internal financial controls over financial reporting of, Asian Granito India Limited (herein referred to as "the Holding Company"), its subsidiaries, its associate and joint venture, which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company and its subsidiaries, its associate and joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("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 the respective 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 internal financial controls over financial reporting of the Holding Company and its subsidiaries, its associate and joint venture, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to the audit of internal financial controls. Those Standards

and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 internal financial controls system over financial reporting of the Company and its subsidiary companies, its associate and joint venture which are companies incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Holding 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 authorizations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 Holding Company and its subsidiary companies, associate and joint venture, which are companies incorporated in India, have, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, **Manubhai & Shah LLP**
 Chartered Accountants
 ICAI Firm Reg. No.: 106041WW/100136

Place: Ahmedabad
 Date: May 28, 2019

J. D. Shah
 Partner
 Membership No. 100116

Consolidated Balance Sheet

as at March 31, 2019

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
I ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	2	46,769.08	42,170.58
(b) Capital Work-in-Progress	2	12.60	1,146.63
(c) Investment Property	3	50.76	66.93
(d) Goodwill	4	331.67	331.67
(e) Financial Assets			
(i) Investments	5	2,666.67	2,184.54
(ii) Loans	6	716.22	73.90
(iii) Other Financial Assets	7	126.19	240.60
(f) Other Non-Current Assets	8	890.73	764.15
(g) Non-Current Tax Assets (Net)	9	127.96	-
Total Non-Current Assets		51,691.88	46,979.00
2 Current Assets			
(a) Inventories	10	30,522.03	27,590.24
(b) Financial Assets			
(i) Investments	5	95.55	89.35
(ii) Trade Receivables	11	40,020.13	40,064.83
(iii) Cash and Cash Equivalents	12	2,681.31	1,749.68
(iv) Bank Balances other than (iii) above	12	636.44	343.52
(v) Loans	6	194.30	311.07
(vi) Other Financial Assets	7	832.38	624.70
(c) Other Current Assets	8	1,434.10	1,341.25
Total Current Assets		76,416.24	72,114.64
Total Assets		1,28,108.12	1,19,093.64
II EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	13	3,008.74	3,008.74
(b) Other Equity	14	42,101.66	40,504.60
Equity attributable to Owners		45,110.40	43,513.34
Non-Controlling Interest	14	3,612.90	2,891.00
Total Equity		48,723.30	46,404.34
2 LIABILITIES			
(i) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	9,878.50	11,860.69
(b) Provisions	16	43.56	-
(c) Deferred Tax Liabilities (Net)	17	2,815.67	2,426.05
(d) Other Non-Current Liabilities	18	22.12	24.84
Total Non-current Liabilities		12,759.85	14,311.58
(ii) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	23,498.08	20,452.44
(ii) Trade Payables	19		
Total outstanding dues of micro enterprises and small enterprises		721.50	690.84
Total outstanding dues of creditors other than micro enterprises and small enterprises		32,911.39	29,055.51
(iii) Other Financial Liabilities	20	5,577.46	3,698.88
(b) Other Current Liabilities	18	3,109.16	3,347.01
(c) Provisions	16	537.27	459.20
(d) Current Tax Liabilities (Net)	21	270.11	673.84
Total Current Liabilities		66,624.97	58,377.72
Total Liabilities		79,384.82	72,689.30
Total Equity and Liabilities		1,28,108.12	1,19,093.64
Significant Accounting Policies	1		
See accompanying notes to the Financial Statements	2 - 49		

As per our report of even date
For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Reg. No.-106041WW100136

J. D. Shah
Partner
Membership No.-100116
Place: Ahmedabad
Date: May 28, 2019

For and on behalf of the Board

Kamleshbhai B. Patel
Chairman & Managing Director
DIN: 00229700

Kalidasbhai J. Patel
Chief Financial Officer

Place: Ahmedabad
Date: May 28, 2019

Mukeshbhai J. Patel
Managing Director
DIN: 00406744

Renuka A. Upadhyay
Company Secretary
Membership No.- F8040

Consolidated Statement of Profit and Loss

for the year ended March 31, 2019

Particulars	Notes	Year ended	
		March 31, 2019	March 31, 2018
(₹ in Lakhs)			
1 Income			
Revenue from Operations	22	1,18,666.17	1,17,140.16
Other Income	23	623.89	502.13
Total Income		1,19,290.06	1,17,642.29
2 Expenses			
Cost of Materials Consumed	24	32,681.65	28,521.35
Purchase of Stock-in-Trade		36,273.55	35,016.49
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	25	(2530.63)	(341.56)
Excise Duty		-	1,580.26
Employee Benefits Expenses	26	10,988.35	9,421.73
Finance Costs	27	3,688.11	3,861.47
Depreciation	2	2,731.60	2,538.91
Power & Fuel	28	16,668.09	14,100.41
Other Expenses	29	15,931.71	14,942.98
Total Expenses		1,16,432.43	1,09,642.04
3 Profit before Share of Profit of Associate & Joint Venture (1-2)		2,857.63	8,000.25
4 Share in profit of Associate & Joint Venture		432.03	251.03
5 Profit before tax (3+4)		3,289.66	8,251.28
6 Tax Expense			
(1) Current Tax		691.00	2,004.07
(2) Earlier Year Tax		(111.67)	47.41
(3) Deferred Tax		404.65	512.33
Total Tax Expense		983.98	2,563.81
7 Profit for the Year (5-6)		2,305.68	5,687.47
8 Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss			
(i) Remeasurements of defined benefit plans		(38.92)	(15.27)
(ii) Income tax relating to above items		15.90	5.32
Total Other Comprehensive Income (i + ii)		(23.02)	(9.95)
9 Total Comprehensive Income for the Year (7 + 8)		2,282.66	5,677.52
Profit Attributable to:			
(i) Owners		2,087.03	5,268.90
(ii) Non Controlling Interest		218.65	418.57
Other Comprehensive Income Attributable To			
(i) Owners		(25.06)	(10.54)
(ii) Non Controlling Interest		2.04	0.59
Total Comprehensive Income Attributable To			
(i) Owners		2,061.97	5,258.36
(ii) Non Controlling Interest		220.69	419.16
Earnings per equity Share (Face value of ₹ 10 each)	33		
(1) Basic (in ₹)		6.94	17.51
(2) Diluted (in ₹)		6.94	17.51
Significant Accounting Policies	1		
See accompanying notes to the Financial Statements	2 - 49		

As per our report of even date
 For **Manubhai & Shah LLP**
 Chartered Accountants
 ICAI Firm Reg. No.-106041W/W100136

J. D. Shah
 Partner
 Membership No.-100116
 Place: Ahmedabad
 Date: May 28, 2019

For and on behalf of the Board

Kamleshbhai B. Patel
 Chairman & Managing Director
 DIN: 00229700

Kalidasbhai J. Patel
 Chief Financial Officer

Place: Ahmedabad
 Date: May 28, 2019

Mukeshbhai J. Patel
 Managing Director
 DIN: 00406744

Renuka A. Upadhyay
 Company Secretary
 Membership No.- F8040

Consolidated Statement of Cash Flow

for the year ended March 31, 2019

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Cash Flow From Operating Activities		
Profit Before Tax	3,289.66	8,251.28
Adjustment for :		
Depreciation	2,731.60	2,538.91
Interest Paid	3,688.11	3,861.47
Interest Income	(417.26)	(250.84)
Allowance for Expected Credit Loss	169.83	-
Net (Gain) / Loss on Sale of Property, Plant & Equipment	122.97	(28.33)
Share in profit of Associate & Joint Venture	(432.03)	(251.03)
Operating Profit before Working Capital changes	9,152.88	14,121.46
Changes in working Capital		
Adjustment for :		
(Increase) in Inventories	(2,931.79)	(235.98)
(Increase) in Trade Receivables	(125.13)	(10,098.02)
(Increase) / Decrease in Financial Assets	(618.82)	262.96
(Increase) / Decrease in Other Assets	(211.91)	206.68
Increase in Trade Payables	3,886.54	6,761.79
Increase / (Decrease) in Other Financial Liabilities	876.22	(1,006.60)
Increase / (Decrease) in Other Liabilities	(240.58)	1,297.67
Increase / (Decrease) in Provisions	82.70	(166.06)
Cash generated from operations Before Income Tax Paid	9,870.11	11,143.90
Direct Taxes Paid	(1,111.02)	(1,746.06)
Net Cash Flow From Operating Activities (A)	8,759.09	9,397.84
Cash Flow From Investing Activities		
Payments for purchase of Property, Plant & Equipment	(6,722.44)	(5,122.72)
Proceeds from sales of Property, Plant & Equipment	419.57	349.99
Proceeds/(Payments) of term deposits	(293.55)	112.10
Purchase of Investments (Net)	(50.10)	(346.92)
Interest Received	417.26	250.84
Net Cash Flow Used In Investing Activities (B)	(6,229.26)	(4,756.71)
Cash Flow From Financing Activities		
Proceeds from Non-Current Borrowings (Net)	(979.83)	1,788.40
Increase/ (Decrease) in Current Borrowings (Net)	3,045.64	(471.12)
Interest Paid	(3,688.11)	(3,861.47)
Proceeds from issue of Share Capital (Net)	-	(1,330.00)
Proceeds from issue of Share Capital to Non Controlling Interest	501.21	-
Dividend paid	(390.51)	(240.48)
Dividend Distribution Tax paid	(80.40)	(49.15)
Net Cash Flow Used In Financing Activities (C)	(1,592.00)	(4,163.82)
Net Increase in cash and cash equivalents during the year (A + B + C)	937.83	477.31
Add: Cash and cash equivalents at the beginning for the year	1,839.03	1,361.72
Cash and cash equivalents at the end for the year	2,776.86	1,839.03

Consolidated Statement of Cash Flow (Contd.)

for the year ended March 31, 2019

Notes:

(a) Components of Cash & Cash Equivalents

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cash and Cash Equivalents: (Refer Note 12)		
Cash on Hand	34.22	36.75
Balance with Bank	2,640.16	1,467.31
Term Deposits with Bank	6.93	245.62
Sub Total - A	2,681.31	1,749.68
Current Investments: (Refer Note 5)		
Investment in Mutual Funds	95.55	89.35
Sub Total - B	95.55	89.35
Total (A + B)	2,776.86	1,839.03

(b) Reconciliation of liabilities arising from financing activities

(₹ in Lakhs)

As at March 31, 2019	Opening Balance	Cash Flows	Non Cash Changes	Closing Balance
Long term Borrowings (Incl. Current maturity)	13,540.40	(979.83)		12,560.57
Short term Borrowings	20,452.44	3,045.64	-	23,498.08
Total liabilities from financing activities	33,992.84	2,065.81	-	36,058.65

(₹ in Lakhs)

As at March 31, 2018	Opening Balance	Cash Flows	Non Cash Changes	Closing Balance
Long term Borrowings (Incl. Current maturity)	11,752.00	1,772.53	15.87	13,540.40
Short term Borrowings	20,923.56	(471.12)	-	20,452.44
Total liabilities from financing activities	32,675.56	1,301.41	15.87	33,992.84

(c) The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flows as notified under Companies (Accounts) Rules, 2015.

Significant Accounting Policies 1
See accompanying notes to the Financial Statements 2 - 49

As per our report of even date
For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Reg. No.-106041W/W100136

J. D. Shah
Partner
Membership No.-100116
Place: Ahmedabad
Date: May 28, 2019

For and on behalf of the Board

Kamleshbhai B. Patel
Chairman & Managing Director
DIN: 00229700

Kalidasbhai J. Patel
Chief Financial Officer

Place: Ahmedabad
Date: May 28, 2019

Mukeshbhai J. Patel
Managing Director
DIN: 00406744

Renuka A. Upadhyay
Company Secretary
Membership No.- F8040

Consolidated Statement of Changes in Equity

for the year ended March 31, 2019

(A) EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the year	3,008.74	3,008.74
Changes in Equity share capital during the year	-	-
Balance at the end of the year	3,008.74	3,008.74

(B) OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves & Surplus				Quasi Capital	Total Equity attributable to Owners	Non- Controlling Interest	Total
	Capital Reserve on Consolidation	Security Premium	General Reserve	Retained Earnings				
Balance as at April 1, 2017	3,144.05	7,690.51	890.00	23,593.35	1,575.00	36,892.91	2,442.34	39,335.25
Profit for the year	-	-	-	5,268.90	-	5,268.90	418.57	5,687.47
Other Comprehensive Income for the year	-	-	-	(10.54)	-	(10.54)	0.59	(9.95)
Total Comprehensive Income for the year	-	-	-	5,258.36	-	5,258.36	419.16	5,677.52
On account of Merger of Subsidiary and Step Subsidiary	218.62	-	-	(0.44)	-	218.18	29.50	247.68
Shares Issued on Conversion During the year	-	-	-	-	(1575.00)	(1575.00)	-	(1575.00)
Dividends (Refer Note 14.2)	-	-	-	(240.70)	-	(240.70)	-	(240.70)
Dividend Distribution Tax (Refer Note 14.2)	-	-	-	(49.15)	-	(49.15)	-	(49.15)
Balance as at March 31, 2018	3,362.67	7,690.51	890.00	28,561.42	-	40,504.60	2,891.00	43,395.60
Profit for the year	-	-	-	2,087.03	-	2,087.03	218.65	2,305.68
Other Comprehensive Income for the year	-	-	-	(25.06)	-	(25.06)	2.04	(23.02)
Total Comprehensive Income for the year	-	-	-	2,061.97	-	2,061.97	220.69	2,282.66
On Account of Consolidation	-	-	-	6.63	-	6.63	-	6.63
Issue of Share Capital to Non Controlling Interest	-	-	-	-	-	-	501.21	501.21
Dividends (Refer Note 14.2)	-	-	-	(391.14)	-	(391.14)	-	(391.14)
Dividend Distribution Tax (Refer Note 14.2)	-	-	-	(80.40)	-	(80.40)	-	(80.40)
Balance as at March 31, 2019	3,362.67	7,690.51	890.00	30,158.48	-	42,101.66	3,612.90	45,714.56
Significant Accounting Policies	1							
See accompanying notes to the Financial Statements	2 - 49							

As per our report of even date
For **Manubhai & Shah LLP**
Chartered Accountants
ICAI Firm Reg. No.-106041W/W100136

J. D. Shah
Partner
Membership No.-100116
Place: Ahmedabad
Date: May 28, 2019

For and on behalf of the Board

Kamleshbhai B. Patel
Chairman & Managing Director
DIN: 00229700

Kalidasbhai J. Patel
Chief Financial Officer

Place: Ahmedabad
Date: May 28, 2019

Mukeshbhai J. Patel
Managing Director
DIN: 00406744

Renuka A. Upadhyay
Company Secretary
Membership No.- F8040

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

GROUP'S BACKGROUND:

The consolidated financial statements comprise financial statements of Asian Granito India Limited (the Parent), its subsidiaries, joint venture and associate (collectively, the group) for the year ended March 31, 2019. The Parent is a public limited company domiciled and incorporated in India under the Companies Act, 1956. The Equity shares of the Parent are listed in India on the BSE Limited and National Stock Exchange Limited. The registered office of the Parent is located at 202, Dev Arc, Opp. Isckon Temple, S.G. Highway, Ahmedabad - 380015.

The Group is engaged in manufacturing and trading of Tiles, Marble and allied products.

The financial statements of the group for the year ended on March 31, 2019 were authorised for issue in accordance with a resolution of the Directors on May 28, 2019.

1. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES, KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:

1.1 Basis for Preparation:

These financial statements are the consolidated financial statements of the group prepared in accordance with Indian Accounting Standards ('Ind AS') as notified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These consolidated financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for the 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 consolidated financial statements.

1.2 Functional and presentation currency:

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise stated.

1.3 Key accounting estimates and judgements:

The preparation of the Group's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities,

and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

1.4 Critical accounting estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

i) Property, Plant and Equipment:

Property, Plant and Equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

ii) Income taxes:

The Group's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

iii) Defined Benefit Obligation:

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

iv) Estimates:

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

1.5 Current / Non-Current Classification:

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i. the asset/liability is expected to be realized/settled in the Group's normal operating cycle;
- ii. the asset is intended for sale or consumption;
- iii. the asset/liability is expected to be realized/settled within twelve months after the reporting period;
- iv. the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;
- v. In the case of a liability, the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

For the purpose of current/non-current classification of assets and liabilities, the Group has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

1.6 Basis for consolidation:

The consolidated financial statements comprise the financial statements of the Group and Group's share of profit/loss in its associate and joint venture as at March 31, 2019. Control exists when the Group has:

- power over the investee;
- exposure or rights, to variable returns from its involvement with the investee; and
- ability to use its power over the investee to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Generally, there is a presumption that a majority of voting rights result in control. When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- The size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- Potential voting rights held by the Group, other vote holders or other parties;
- Rights arising from other contractual arrangements; and
- Any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed off during the year are included in the Consolidated Statement of Profit and Loss from the date the group gains control until the date when the Group ceases to control the subsidiary.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity. Any investment retained is measured at fair value. Any resultant gain or loss is recognised in the Consolidated Statement of Profit and Loss.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. When necessary, adjustments are made to the financial

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent, i.e., year ended on March 31, 2019.

The consolidated financial statements have been prepared on the following basis:

- i) The financial statements of the Parent and its subsidiaries have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, income and expenses after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses in accordance with Ind AS 110 "Consolidated Financial Statements". Further, the carrying amount of the Parent's investments in each subsidiary and the Parent's portion of equity of each subsidiary are eliminated on consolidation.
- ii) The consolidated financial statements include the share of profit / loss of an associate and joint venture which have been accounted for using equity method as per Ind AS 28 "Investment in Associates and Joint Ventures". The investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss (the loss being restricted to the cost of investment) of the investee after the acquisition date.
- iii) Profit or loss and each component of Other Comprehensive Income (the 'OCI') are attributed to the equity holders of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.
- iv) The excess of cost to the Group of its investments in the subsidiary companies, joint venture and associate over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiaries, joint venture and associate as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements.

- v) Non-controlling Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the non-controlling shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year and each component of Other Comprehensive Income of the subsidiaries attributable to non-controlling interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the parent.

1.7 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

a) Business Combinations:

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognized in accordance with the requirements of Ind AS 12, Income Taxes and Ind AS 19, Employee Benefits, respectively.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as capital reserve. The costs of acquisition excluding those relating to issue of equity or debt securities are charged to the Statement of Profit and Loss in the period in which they are incurred.

In case of business combinations involving entities under common control, the above policy does not apply. Business combinations involving entities under common control are accounted for using the pooling of interests method. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

adjustments required to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of transferor entity or business is recognised as capital reserve under equity.

b) Property, Plant & Equipment:

i. Measurement at recognition:

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment comprises of its purchase price, including import duties, borrowing cost, changes on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets, other non-refundable purchase taxes or levies and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

ii. Depreciation:

Depreciation on each part of an item of property, plant and equipment is provided using the Straight-Line Method (SLM) Method based on the useful life of the asset as prescribed in Schedule II to the Companies Act, 2013 except following items of Property, Plant and Equipment where group has estimated different useful life:

Particulars	Useful Life varying between
Plant & Machinery	8 & 21 Years
Buildings	10 & 60 Years
Furniture & Fixtures and Office equipment	5 & 13 Years

Freehold land is not depreciated.

The useful lives, residual values of each part of an item of property, plant and equipment and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

iii. Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

iv. Capital Work in progress:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress.

c) Investment Property:

Investment Property is measured initially at cost including related transaction costs.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use.

Subsequent expenditures are capitalized only when it is probable that future economic benefits associated with these will flow to the group and the cost of the item can be measured reliably. All day-to-day repair and maintenance expenditure are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of investment property are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

d) Borrowing Costs:

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

e) Impairment of non-financial assets:

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

f) Inventory:

Raw materials, finished goods, packing materials, stores, spares, consumables and stock-in-trade are carried at the lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

In determining the cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, first in first out (FIFO) method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads as applicable and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

g) Financial Instrument:

A financial instrument is any contract that gives rise to

a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets:

Initial recognition and measurement:

The Group recognizes a financial asset in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset.

Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.

However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement:

For subsequent measurement, the Group classifies a financial asset in accordance with the below criteria:

- i. The Group's business model for managing the financial asset and
- ii. The contractual cash flow characteristics of the financial asset.

Based on the above criteria, the Group classifies its financial assets into the following categories:

- i. Financial assets measured at amortized cost.
- ii. Financial assets measured at fair value through other comprehensive income (FVTOCI)
- iii. Financial assets measured at fair value through profit or loss (FVTPL)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

i. Financial assets measured at amortized cost:

A financial asset is measured at the amortized cost if both the following conditions are met:

- a) The Group's business model objective for managing the financial asset is to hold financial assets in order to collect contractual cash flows, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Group. Such financial assets are subsequently measured at amortized cost using the effective interest method.

Under the effective interest method, the future cash receipts are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial asset over the relevant period of the financial asset to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as interest income over the relevant period of the financial asset. The same is included under other income in the Statement of Profit and Loss.

The amortized cost of a financial asset is also adjusted for loss allowance, if any.

ii. Financial assets measured at FVTOCI:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss.

iii. Financial assets measured at FVTPL:

A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI

as explained above. This is a residual category applied to all other investments of the Group excluding investments in subsidiary and associate companies. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement of Profit and Loss.

Derecognition:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Group's Balance Sheet) when any of the following occurs:

- i. The contractual rights to cash flows from the financial asset expires;
- ii. The Group transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset;
- iii. The Group retains the contractual rights to receive cash flows but assumes a contractual obligation to pay the cash flows without material delay to one or more recipients under a 'pass-through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);
- iv. The Group neither transfers nor retains substantially all risk and rewards of ownership and does not retain control over the financial asset.

In cases where Group has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial asset, the Group continues to recognize such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Group also recognizes an associated liability. The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

On Derecognition of a financial asset, (except as mentioned in ii above for financial assets measured at FVTOCI), the difference between the carrying amount and the consideration received is recognized in the Statement of Profit and Loss.

Impairment of financial assets:

The Group applies expected credit losses (ECL)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

model for measurement and recognition of loss allowance on the following:

i. Trade receivables:

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost less provision for impairment based on expected credit loss.

For trade and lease receivable only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of such receivables.

ii. Financial assets measured at amortized cost (other than trade receivables)

In case of trade receivables, the Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets (listed as ii above), the Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Group reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available

as a result of past events, current conditions and forecasts of future economic conditions.

Financial Liabilities

Initial recognition and measurement:

The Group recognizes a financial liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial liabilities are recognized initially at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial liability.

Where the fair value of a financial liability at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial liability.

Subsequent measurement:

All financial liabilities of the Group are subsequently measured at amortized cost using the effective interest method.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as interest expense over the relevant period of the financial liability. The same is included under finance cost in the Statement of Profit and Loss.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

Offsetting of Financial Instruments:

Financial assets and financial liabilities are offset, and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

h) Fair Value:

The Group measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 — quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — inputs that are unobservable for the asset or liability

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

i) Revenue Recognition:

The Group has applied Ind AS 115 - Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue. The impact of the adoption of the standard on the financial statements of the Group is insignificant.

Revenue from sale of goods is recognised when control of the products being sold is transferred to customer and when there are no longer any unfulfilled obligations. The Performance Obligations in contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on contract terms.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc.

Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur. Customers have the contractual right to return goods only when authorised by the Group. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience.

Interest and dividends:

Interest income is recognized using effective interest method. Dividend income is recognized when the right to receive payment is established.

j) Income Taxes:

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

Tax Act, 1961. Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized 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 under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/ expense are recognized in Other Comprehensive Income.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends

either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Group has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Group.

k) Foreign Currency Transaction & Translation:

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Group are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Group are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

l) Provision & Contingencies:

The Group recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

m) Employee Benefits:

Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Group recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

Post-Employment Benefits:

i. Defined Contribution plans:

Defined contribution plans are employee provident fund, employee state insurance scheme and Government administered pension fund scheme for all applicable employees.

Recognition and measurement of defined contribution plans:

The Group recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Group during the reporting period. If the contributions payable for services received from employees before the reporting date exceeds the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

ii. Defined Benefit plans:

The Group operates a defined benefit gratuity plan for employees.

Recognition and measurement of Defined Benefit plans:

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit

asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability / (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability/asset), are recognized in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.

The Group presents the above liability/(asset) as current and non-current in the Balance Sheet as per actuarial valuation by the independent actuary; however, the entire liability towards gratuity is considered as current as the Group will contribute this amount to the gratuity fund within the next twelve months.

Other Long-Term Employee Benefits:

Entitlements to annual leave and sick leave are recognised when they accrue to employees. Sick leave can only be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The group determines the liability for such accumulated leave using the projected accrued benefit method with actuarial valuations being carried out at each Balance Sheet date.

n) Lease Accounting:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

In respect of assets taken on operating lease, lease rentals are recognized as an expense in the Statement of Profit and Loss on straight line basis over the lease term unless:

- i. another systematic basis is more representative of the time pattern in which the benefit is derived from the leased asset; or
- ii. the payments to the lessor are structured to increase in the line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

o) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Group. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group.

p) Earnings per share:

Basic earnings per share is computed by dividing the net profit after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing adjusted net profit after tax by the aggregate of weighted average number of equity shares and dilutive potential equity shares during the year.

q) Cash Flow Statement:

Cash Flow are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the group are segregated.

r) Cash and cash equivalents:

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand, deposit accounts and term deposits accounts with remaining maturity of three months or less as at balance sheet date, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash on hand, deposit accounts and term deposits as defined above and investment in liquid funds for short term purpose.

s) Events after reporting date:

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise,

events after the Balance Sheet date of material size or nature are only disclosed.

t) Investment in Associate & Joint Venture:

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.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of the profit or loss and Other Comprehensive Income of the associate or Joint venture. Distributions received from an associate or a joint venture reduce the carrying amount of the investment. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture); 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 or joint venture.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Notes to the Consolidated Financial Statements for the year ended March 31, 2019

2 PROPERTY, PLANT AND EQUIPMENT

Particulars	(₹ in Lakhs)											
	Land	Factory Building	Office & Other Building	Plant & Equipment	Furniture & Fixtures	Office Equipment	Vehicles	Computers	Total	Capital Work-in-Progress		
Cost / Deemed cost												
As at April 1, 2017	6,786.26	9,655.84	792.66	24,763.02	1,043.35	322.18	710.43	462.88	44,536.62	110.42		
Additions	290.44	133.31	156.59	2,714.12	237.74	40.00	120.18	62.46	37,54.84	1,059.32		
Deductions	-	-	-	(570.39)	-	-	(90.83)	(8.69)	(669.91)	(23.11)		
As at March 31, 2018	7,076.70	9,789.15	949.25	26,906.75	1,281.09	362.18	739.78	516.65	47,621.55	1,146.63		
Additions	2.79	1,477.78	1.89	5,672.01	475.35	29.74	131.96	64.95	7,856.47	12.60		
Deductions	-	-	-	(576.09)	-	(1.05)	(94.97)	(5.58)	(677.69)	(1146.63)		
As at March 31, 2019	7,079.49	11,266.93	951.14	32,002.67	1,756.44	390.87	776.77	576.02	54,800.33	12.60		
Accumulated depreciation												
As at April 1, 2017	-	307.00	8.39	1,605.03	451.04	226.99	323.79	338.07	3,260.31	-		
Depreciation for the year	-	323.93	13.44	1,942.71	96.87	33.74	76.01	52.21	2,538.91	-		
Deductions	-	-	-	(303.94)	-	-	(41.13)	(3.18)	(348.25)	-		
As at March 31, 2018	-	630.93	21.83	3,243.80	547.91	260.73	358.67	387.10	5,450.97	-		
Depreciation for the year	-	358.11	13.31	2,031.04	159.10	32.61	76.31	61.12	2,731.60	-		
Deductions	-	-	-	(122.33)	-	(0.88)	(24.86)	(3.25)	(151.32)	-		
As at March 31, 2019	-	989.04	35.14	5,152.51	707.01	292.46	410.12	444.97	8,031.25	-		
Net Block												
As at March 31, 2019	7,079.49	10,277.89	916.00	26,850.16	1,049.43	98.41	366.65	131.05	46,769.08	12.60		
As at March 31, 2018	7,076.70	9,158.22	927.42	23,662.95	733.18	101.45	381.11	129.55	42,170.58	1,146.63		
As at April 1, 2017	6,786.26	9,348.84	784.27	23,157.99	592.32	95.20	386.64	124.81	41,276.31	110.42		

Note:

For information on Property Plant and Equipment pledged as a security by the Group Refer Note 15.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

3 INVESTMENT PROPERTY

Particulars	(₹ in Lakhs)	
	Free hold - Land	
Cost / Deemed cost		
As at April 1, 2017		66.93
Additions		-
Deductions		-
As at March 31, 2018		66.93
Additions		-
Deductions		(16.17)
As at March 31, 2019		50.76
Accumulated depreciation		
As at April 1, 2017		-
Depreciation for the year		-
Deductions		-
As at March 31, 2018		-
Depreciation for the year		-
Deductions		-
As at March 31, 2019		-
Net Block		
As at March 31, 2019		50.76
As at March 31, 2018		66.93
As at April 1, 2017		66.93

Notes:

- The Group has classified freehold land located at Nandan Vatrika as Investment Property. There are no amounts pertaining to these investment properties recognised in the statement of profit and Loss, since Group does not receive any rental Income and does not incur any depreciation or other operating expenses.
- The Group does not have any contractual obligation to purchase, construct or develop for maintenance or enhancement of investment property.
- The Group has no restrictions on the realisability of its investment property.
- Fair Value of investment property:

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Free hold - Land	50.76	66.93
	50.76	66.93

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

4 GOODWILL

		(₹ in Lakhs)
Particulars		Goodwill on Consolidation
Cost / Deemed cost		
As at April 1, 2017		-
Additions		331.67
Deductions		-
As at March 31, 2018		331.67
Additions		-
Deductions		-
As at March 31, 2019		331.67
Accumulated depreciation		
As at April 1, 2017		-
Depreciation for the year		-
Deductions		-
As at March 31, 2018		-
Depreciation for the year		-
Deductions		-
As at March 31, 2019		-
Net Block		
As at March 31, 2019		331.67
As at March 31, 2018		331.67
As at April 1, 2017		-

Note:

Refer Note 45 on account of Merger of Subsidiary and Step Subsidiary.

5 INVESTMENTS

		(₹ in Lakhs)	
Particulars		As at March 31, 2019	As at March 31, 2018
Non-Current Investments			
Investment in Equity Instruments of Associate		2,157.71	1,621.44
Investment in Equity Instruments of Joint Venture		84.79	186.38
Investment in Mutual Funds		366.49	340.48
Investment in Others		57.68	36.24
Total		2,666.67	2,184.54
Current Investments			
Investment In Mutual Fund		95.55	89.35
Total		95.55	89.35

		(₹ in Lakhs)			
Particulars	Face Value	As at March 31, 2019		As at March 31, 2018	
		No. of Shares/Units	₹	No. of Shares/Units	₹
Non-Current					
I Investments in Equity Instruments (measured at cost, Refer Note 31)					
A) Quoted					
i) Associate					
Astron Paper & Board Mill Limited	10	87,75,000	2,157.71	87,75,000	1,621.44
Total (A)			2,157.71		1,621.44

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

(₹ in Lakhs)

Particulars	Face Value	As at March 31, 2019		As at March 31, 2018	
		No. of Shares/Units	₹	No. of Shares/Units	₹
B) Unquoted					
i) Joint Venture					
AGL Panaria Private Limited	10	94,16,500	84.79	94,16,500	186.38
Sub Total (B)			84.79		186.38
Total (A + B)			2,242.50		1,807.82
II Quoted Investment in Mutual Funds (Measured at FVTPL, Refer Note 31)					
Aditya Birla Sunlife Mutual Fund	-	81,543.49	366.49	81,543.49	340.48
Total (II)			366.49		340.48
III Other Investments (Measured at Cost, Refer Note 31)					
	-		57.68		36.24
Total (III)			57.68		36.24
Grand Total (I + II + III)			2,666.67		2,184.54
Current					
Quoted (Measured at FVTPL, Refer Note 31)					
Investment in Mutual Funds					
SBI Corporate Bond fund Regular Growth	-	3,19,897.63	95.55	3,19,897.63	89.35
Total			95.55		89.35

(₹ in Lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Book Value	Market Value	Book Value	Market Value
Non-Current				
Total Quoted Investments	2,524.20	9,352.09	1,961.92	9,712.18
Total Unquoted Investments	142.47	-	222.62	-
Current				
Total Quoted Investments	95.55	95.55	89.35	89.35

6 LOANS

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current		
Loans to Others	716.22	73.90
Total	716.22	73.90
Breakup:		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	716.22	73.90
Loans which have significant increase in credit risk	-	-
Loans - Credit impaired	-	-
Less: Allowance for doubtful Loans	-	-
Total	716.22	73.90
Current		
Loans to Related Parties (Refer Note 37)	-	8.29
Loans and Advances to Employees	4.36	24.10
Loans to Others	189.94	278.68
Total	194.30	311.07

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Breakup:		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	194.30	311.07
Loans which have significant increase in credit risk	-	-
Loans - Credit impaired	-	-
Less: Allowance for doubtful Loans	-	-
Total	194.30	311.07

7 OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current		
Security and Other Deposits	111.94	66.95
In Term Deposit Accounts with original maturity more than 12 months	14.25	173.65
Total	126.19	240.60
Current		
Export Incentive Receivables	379.63	366.48
Insurance Claim Receivables	50.44	29.08
Security and Other Deposits	141.28	143.82
Others	261.03	85.32
Total	832.38	624.70

8 OTHER ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current		
Payment under Protest	887.60	484.53
Capital Advances	3.13	279.62
Total	890.73	764.15
Current		
Balances with Government Authorities	816.34	450.53
Advances to Vendors	493.88	739.45
Prepaid Expenses	121.52	134.41
Others	2.36	16.86
Total	1,434.10	1,341.25

9 NON-CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current Tax Assets (Net)	127.96	-
Total	127.96	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

10 INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Raw Material	5,610.37	5,151.83
Semi-Finished Goods	19.85	107.42
Work-in-Progress	5,075.97	3,886.79
Finished Goods	14,036.98	13,579.53
Stock in Trade	1,611.45	727.45
Stores, Spares, Fuel & Consumables	3,877.41	3,853.02
Packing Materials	290.00	284.20
Total	30,522.03	27,590.24

11 TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Receivables from Others	39,714.81	39,590.48
Receivables from Related Parties (Refer Note 37)	305.32	474.35
Total	40,020.13	40,064.83
Breakup:		
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	40,020.13	40,064.83
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	732.71	562.88
Less: Allowance for Expected Credit Loss	(732.71)	(562.88)
Total	40,020.13	40,064.83

12 CASH AND BANK BALANCES

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Cash and Cash Equivalents		
Cash on Hand	34.22	36.75
Balances with Banks		
In Current Accounts	2,640.16	1,467.31
In Term Deposit Accounts with Original Maturity of less than 3 months	6.93	245.62
Total	2,681.31	1,749.68
Other Balances with Banks		
Unpaid Dividend	1.91	1.28
In Term Deposit Accounts with Original Maturity more than 3 months but less than 12 months*	634.53	342.24
Total	636.44	343.52

* It includes deposits given to bank for margin requirements against Bank Guarantee and Letter of Credit facilities.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

13 EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at	
	March 31, 2019	March 31, 2018
Authorised		
3,62,50,000 Equity Shares of ₹ 10/- each (P.Y. 3,62,50,000) Equity Shares of ₹ 10 Each	3,625.00	3,625.00
Issued, Subscribed and Paid up:		
3,00,87,446 Equity Shares of ₹ 10/- Each fully Paid up (P.Y. 3,00,87,446) Equity Shares of ₹ 10 Each	3,008.74	3,008.74
Total	3,008.74	3,008.74

13.1 Reconciliation of shares outstanding at the end of the year

(₹ in Lakhs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	₹	No. of Shares	₹
At the beginning of the year	3,00,87,446	3,008.74	3,00,87,446	3,008.74
Add: Issued during the year	-	-	-	-
At the end of the year	3,00,87,446.00	3,008.74	3,00,87,446	3,008.74

13.2 Terms/Rights attached to Equity shares

The Holding Company has one class of shares referred to as Equity shares having face value of ₹ 10.

(a) Equity Shares

In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive any of the residual assets of the Company, after distribution of all preferential amounts and Preference shares. The distribution will be in proportion to the number of Equity shares held by the Shareholders. Each holder of Equity shares is entitled to one vote per share.

(b) Dividend

The Company declares and pays dividend in Indian rupees and shareholders are entitled to receive the same upon declaration of the same. The dividend proposed by the Board is subject to the approval of the Shareholders in the ensuing Annual General Meeting.

13.3 Details of Shareholders holding more than 5% of Equity shares

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	%	No. of Shares	%
Kamleshbhai B Patel	35,64,555	11.85%	34,49,298	11.46%
Mukeshbhai J Patel	21,60,011	7.18%	20,41,928	6.79%
Sureshbhai J Patel	15,43,534	5.13%	15,43,534	5.13%
Donroy Ceramics LLP	16,48,715	5.48%	16,48,715	5.48%

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

14 OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves & Surplus				Quasi Capital	Total Equity attributable to Owners	Non-Controlling Interest	Total
	Capital Reserve on Consolidation	Security Premium	General Reserve	Retained Earnings				
Balance as at April 1, 2017	3,144.05	7,690.51	890.00	23,593.35	1,575.00	36,892.91	2,442.34	39,335.25
Profit for the year	-	-	-	5,268.90	-	5,268.90	418.57	5,687.47
Other Comprehensive Income for the year	-	-	-	(10.54)	-	(10.54)	0.59	(9.95)
Total Comprehensive Income for the year	-	-	-	5,258.36	-	5,258.36	419.16	5,677.52
On account of Merger of Subsidiary and Step Subsidiary	218.62	-	-	(0.44)	-	218.18	29.50	247.68
Shares Issued on Conversion During the year	-	-	-	-	(1575.00)	(1575.00)	-	(1575.00)
Dividends (Refer Note 14.2)	-	-	-	(240.70)	-	(240.70)	-	(240.70)
Dividend Distribution Tax (Refer Note 14.2)	-	-	-	(49.15)	-	(49.15)	-	(49.15)
Balance as at March 31, 2018	3,362.67	7,690.51	890.00	28,561.42	-	40,504.60	2,891.00	43,395.60
Profit for the year	-	-	-	2,087.03	-	2,087.03	218.65	2,305.68
Other Comprehensive Income for the year	-	-	-	(25.06)	-	(25.06)	2.04	(23.02)
Total Comprehensive Income for the year	-	-	-	2,061.97	-	2,061.97	220.69	2,282.66
On Account of Consolidation	-	-	-	6.63	-	6.63	-	6.63
Issue of Share Capital to Non Controlling Interest	-	-	-	-	-	-	501.21	501.21
Dividends (Refer Note 14.2)	-	-	-	(391.14)	-	(391.14)	-	(391.14)
Dividend Distribution Tax (Refer Note 14.2)	-	-	-	(80.40)	-	(80.40)	-	(80.40)
Balance as at March 31, 2019	3,362.67	7,690.51	890.00	30,158.48	-	42,101.66	3,612.90	45,714.56

14.1 Nature and purpose of other reserves:

(a) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

(b) General Reserve

General Reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes.

(c) Capital Reserve on consolidation

Capital Reserve represents difference between fair value of the net assets acquired and consideration issued for past business combination.

(d) Retained Earnings

The amount of retained earning includes the component of other comprehensive income, which cannot be distributed by the Company as dividends to its equity shareholders. Balance amount is available for distribution to equity share holders.

14.2 Dividend:

The Board of Directors at its meeting held on May 28, 2019 have recommended a payment of final dividend of ₹ 0.60 [P.Y. ₹ 1.30] per equity share of the face value of ₹ 10 each for the Financial year ended March 31, 2019.

14.3 Refer Note 45 on account of Merger of Subsidiary and Step Subsidiary.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

15 BORROWINGS

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Non current Borrowings (measured at amortised cost, Refer Note 31)		
Secured		
Term Loans		
- From Banks	5,418.93	4,429.28
- From Financial Institutions	2,405.75	2,871.44
Buyers Credit	240.16	1,043.76
Vehicle Loans	169.28	204.49
Unsecured		
Loan		
- From Bank	28.93	-
- From Directors (Refer Note 37)	118.93	263.23
- From Others	4,178.59	4,728.20
Sub-Total (A)	12,560.57	13,540.40
Current Maturities of Borrowings		
Secured		
Term loan from Banks	1,917.17	430.10
Term loan from Financial Institutions	473.94	1,203.22
Buyers Credit	240.16	
Vehicle Loans	42.55	46.39
Unsecured		
Loan		
- From Bank	8.25	-
Sub-Total (B)	2,682.07	1,679.71
Total (A-B)	9,878.50	11,860.69
Current Borrowings		
(measured at amortised cost, Refer Note 31)		
Secured		
Working Capital facilities from banks	23,498.08	20,452.44
Total	23,498.08	20,452.44

Asian Granito India Limited:

- (a) Term Loan ₹ 1032.86 Lakhs are secured by way of:
- First Pari Passu charge over entire fixed assets (movable & immovable), plant & machinery of the Company, including Factory Land & Buildings bearing Survey Number : 160, 147-A & 162 (Dalpur), 16 (Jawanpura) & 204/1 (Vanku), situated at Dalpur, Jawanpura & vanku, 30000, (Semi Urban), Admeasuring Total Area : 256725.
 - First and exclusive registered mortgage charge on immovable properties being commercial property located at Unit 202, 203 Dev Arc, Opposite Iskon Temple, Ahmedabad, Gujarat - 380015 and non-agriculture land including present and future super-structures built on it, located at S No 489, Hissa No 1 & S No 489 Hissa No 2 paiki, block no 370, Village Gota, Tal. Dascroi, District Ahmedabad belonging to AGL Infrastructure Private Limited.
- (b) Working capital loans of ₹ 14,703.69 Lakhs are secured by way of hypothecation over current assets including raw materials, stock in process, finished goods, stores and spares, receivable and other current assets of vitrified/wall/marble division (Dalpur unit) and Ceramic division (Idar unit) of the Company.
- (c) Buyers Credit of ₹ 240.16 Lakhs is secured by way of exclusive charge on machinery through Capex Letter of Credit.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

- (d) Vehicle loans of ₹ 156.01 Lakhs are secured by hypothecation of vehicles in favour of Bank. Each Vehicle loans 60 equated monthly installments from the date of disbursement.
- (e) Loan from Directors of ₹ 75.03 Lakhs is interest free.

Amazoone Ceramics Limited:

- (a) Working capital loans of ₹ 886.32 Lakhs are secured by way of hypothecation over current assets including raw materials, stock in process, finished goods, stores and spares, receivable and other current assets of Amazoone Ceramics Ltd.

Crystal Ceramics Industries Private Limited:

- (a) Punjab National Bank (PNB) -T/L No.IC-206 (Repayable in (A) 12 Quarterly Installments of ₹ 2.25 Crore each and (B) 2 Quarterly Installments of ₹ 2.50 Crore each .
- (b) Aditya Birla Finance Limited- T/L A/c No. 80000409 Repayable in (A) 5 Quarterly Installments of ₹ 0.9375 Crore each, AND (B) 12 Quarterly Installments of ₹ 1.25 Crore each). And T/L A/c No. 80001617 Repayable in 53 Monthly Installments of ₹ 0.08245 Crore each.
- (c) ICICI Bank T/L A/c No. UPABD00038577647 Repayable in 36 Monthly Installments of ₹ 1.07 Lakhs each including interest.
- (d) Term Loan with PNB for ₹ 32.01 Crore outstanding as on 31.03.2019 (Original Sanctioned ₹ 50 Crore) secured by way of First Pari Passu charge over the movable & immovable properties of the Company situated at Survey No. 34, 36 Paiki, 63, 64, 61 Paiki 1 etc. Situated at village Kaiyal, Taluka-Kadi, Dist: Mehsana, Gujarat-382705, over the movable assets including Plant & Machineries situated at above Survey Numbers AND Second Pari passu charge over entire current Assets situated at Survey No. 34, 36 Paiki, 63, 64, 61 Paiki 1 etc at village Kaiyal, Taluka-Kadi, Dist: Mehsana, Gujarat-382705 and more specifically spelt out in related Sanction Letter from the Bank.
- (e) For the Term Loan with Aditya Birla Finance Limited, as per the sanction letter dated 12/05/2016 r.w. sanction letter dated 18/05/2016, the Company has provided lien marking on approved Debt Mutual Fund (in nature of capital protection fund) of minimum value of ₹ 3 Crore and Company has also provided pledge of Unencumbered shares held by other parties and their corporate & personal guarantee. It further includes subservient charge on Current Assets & Fixed Assets of the Company.
- (f) Secured Short term borrowings from banks are secured against stock and Book Debts and more specifically spelt out in related Sanction Letter from the Bank.
- (g) Amount of Interest free loan as on 31/03/2019 is ₹ 7.93 Crore (Previous Year ₹ 0.64 Crore)

Camrola Quartz Limited:

- (a) Vehicle loans are secured by hypothecation of vehicles in favour of Bank.
- (b) Term Loan facility is secured by way of Primary security by way of equitable mortgage of Land and Factory building situated at Survey No. 481/1, 481/2. 483, 484, 486 Village, Amodara, Tal. Prantij, Dist. Sabarkantha, Gujarat admesuring about 46,140 sq meters owned by the Company. Further secured by way of hypothecation of Plant & Machinery alongwith electrification as well as Stocks & Bookdebts.
- (c) Working capital loan is secured by way of hypothecation of Stock and Book Debt.

Powergrace Industries Limited:

- (a) Vehicle loans are secured by hypothecation of vehicles in favour of Bank.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

Maturity Profile and Rate of Interest of Term Loans

(₹ in Lakhs)

Type of Loan	Terms of Repayment	Maturity	Rate of Interest	No. of Instalments	Outstanding at March 31, 2019
SBI - Term loan	Quarterly	September 2020	12.05%	6	290.51
IndusInd - Term loan	Quarterly	September 2021	10.55%	10	273.73
Kotak - Term loan	Monthly	May 2022	9.30%	38	468.62
Punjab National Bank	Quarterly	July 2022	9.50%	14	3,201.16
Aditya Birla Finance Limited	Quarterly	June 2023	10.85%	54	1,968.75
Aditya Birla Finance Limited	Quarterly	August 2023	12.00%	53	437.00
ICICI Bank Ltd	Quarterly	March 2022	16.50%	36	28.93
Union Bank - Term Loan	Monthly	September 2023	12.10%	68	1,228.02

16 PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current		
Provision for Gratuity (Refer Note 36)	43.56	-
Total	43.56	-
Current		
Provision for Employee Benefits		
Provision for Gratuity (Refer Note 36)	215.81	169.39
Provision for Others	321.46	289.81
Total	537.27	459.20

17 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Deferred Tax Liabilities	4,910.86	4,272.89
(ii) Deferred Tax Assets	2,095.19	1,846.84
Total (i-ii)	2,815.67	2,426.05

17.1 Movements in Deferred Tax:

(₹ in Lakhs)

Particulars	As at April 1, 2017	Charged/ (Credited) to Profit or Loss	Charged/ (Credited) to OCI	As at March 31, 2018	Charged/ (Credited) to Profit or Loss	Charged/ (Credited) to OCI	As at March 31, 2019
Deferred Tax Liability							
Property, Plant & Equipment	4,101.14	149.01	-	4,250.15	641.50	-	4,891.65
Processing Fees	23.41	(7.23)	-	16.18	(3.13)	-	13.05
Others	2.91	3.65	-	6.56	(0.40)	-	6.16
Sub-Total (A)	4,127.46	145.43	-	4,272.89	637.97	-	4,910.86
Deferred Tax Assets							
Provision for Employee Benefits	100.89	49.97	5.32	156.18	(58.24)	15.9	113.84
Amortization of Preliminary Expense	642.60	(217.52)	-	427.12	(88.06)	-	338.19
Provision for Expected Credit Loss	207.86	(1.81)	-	206.05	82.65	-	288.70
Deferral of Revenue	19.02	(11.24)	-	7.78	(7.78)	-	-
Unabsorbed Business Losses	355.39	(355.39)	-	-	258.82	-	258.82
Investment Property	6.69	(0.87)	-	5.82	(5.82)	-	-
MAT Credit	797.06	241.92	-	1,038.98	55.81	-	1,094.79
Others	76.87	(71.96)	-	4.91	(4.06)	-	0.85
Sub-Total (B)	2,206.38	(366.90)	5.32	1,846.84	233.32	15.90	2,095.19
Deferred Tax Liabilities (Net) (A - B)	1,921.08	512.33	(5.32)	2,426.05	404.65	(15.90)	2,815.67

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

17.2 Reconciliation of tax expenses and the profit before tax multiplied by India's tax rate:

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Profit before tax	2,857.63	8,000.25
Tax expenses at statutory tax rate of 34.944%	998.57	2,768.73
Expense not allowed as deduction	195.56	330.52
Expense allowed as deduction	(20.17)	(537.82)
Adjustment of tax expense relating to earlier periods	(111.67)	47.41
Tax on Income at different rates	(78.32)	(45.02)
Total Tax Expense	983.98	2,563.81
Effective Tax Rate	34.43%	32.05%

18 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current		
Others	22.12	24.84
Total	22.12	24.84
Current		
Advance Received from Customers	1,582.40	1,246.61
Statutory Liabilities	1,344.66	1,958.10
Others	182.10	142.30
Total	3,109.16	3,347.01

19 TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Due to Micro and Small enterprises (Refer Note 39)	721.50	690.84
Due to Others (Including Acceptances)*	30,413.02	25,123.65
Due to Related Parties (Refer Note 37)	2,498.37	3,931.86
Total	33,632.89	29,746.35

* Acceptances includes arrangement where operational suppliers of goods are initially paid by banks while the Group continue to recognize the liability till settlement with banks which are normally affected within a period of 90 days.

20 OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Current		
Current Maturities of Non-current Borrowings (Refer Note 15)	2,682.07	1,679.71
Trade Deposits	1,227.70	1,026.01
Unclaimed Dividend*	1.91	1.28
Payable to Employees	602.22	639.66
Creditors for Capital Goods	1,036.39	352.22
Credit balance in current account	27.17	-
Total	5,577.46	3,698.88

* These figures do not include any such amount to be credited to Investor Education and Protection Fund (IEPF).

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

21 CURRENT TAX LIABILITY (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Current Tax Liabilities (Net)	270.11	673.84
Total	270.11	673.84

22 REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Sale of Products (Including Excise Duty)	1,17,900.97	1,16,617.77
Other Operating Revenues		
Export Incentives	383.64	352.65
Wind Mill Power Generation	87.14	83.19
Job Work	26.82	50.91
Others	267.60	35.64
	765.20	522.39
Total	1,18,666.17	1,17,140.16

Disaggregation of revenue

Revenue based on Geography

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
In India	1,02,144.07	1,07,073.13
Outside India	15,756.90	9,544.64
Total	1,17,900.97	1,16,617.77

Reconciliation of Revenue from operations with contract price

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Revenue as per contract price	1,18,288.74	1,16,901.73
Less: Discounts	(387.77)	(283.96)
Revenue as per profit and loss	1,17,900.97	1,16,617.77

23 OTHER INCOME

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest Income from:		
- Term deposits	203.05	42.52
- Others	214.21	208.32
Sub-Total (A)	417.26	250.84
Rental Income	36.69	53.68
Sub-Total (B)	36.69	53.68
Other Gains		
Gain on Sale of Property, Plant & Equipment (Net)	-	28.33
Gain on Sale of Investment carried at FVTPL	6.19	10.02
Sub-Total (C)	6.19	38.35
Others	163.75	159.26
Sub-Total (D)	163.75	159.26
Total (A) + (B) + (C) + (D)	623.89	502.13

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

24 COST OF MATERIAL CONSUMED

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Glaze, Frits and Chemicals & Others	30,284.69	26,731.49
Packing Materials	2,309.39	1,581.00
Semi Finished Material Consumed	87.57	208.86
Total	32,681.65	28,521.35

25 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Inventories at the beginning of the year		
Finished Goods	13,579.53	13,913.03
Work-in-Progress	3,886.79	3,451.12
Stock-in-Trade	727.45	488.06
Sub-Total (A)	18,193.77	17,852.21
Inventories at the end of the year		
Finished Goods	14,036.98	13,579.53
Work-in-Progress	5,075.97	3,886.79
Stock-in-Trade	1,611.45	727.45
Sub-Total (B)	20,724.40	18,193.77
Total of Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress (A - B)	(2,530.63)	(341.56)

26 EMPLOYEE BENEFITS EXPENSE

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Salaries and Wages (Incl. Managerial Remuneration) (Refer Note 37)	10,452.01	8,934.20
Contribution to Provident and Other Funds	464.91	410.37
Staff Welfare Expenses	71.43	77.16
Total	10,988.35	9,421.73

27 FINANCE COSTS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Interest Expenses on:		
- Term Loans	543.30	628.12
- Working Capital Facilities	2,241.59	2,392.25
- Others	512.42	463.88
Other Borrowing Costs	390.80	377.22
Total	3,688.11	3,861.47

28 POWER & FUEL EXPENSES

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Consumption of Gas & Fuel	9,513.02	9,166.58
Power Expense	7,155.07	4,933.83
Total	16,668.09	14,100.41

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

29 OTHER EXPENSES

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Consumption of Stores & Spares	3,565.45	3,119.93
Other Manufacturing Expense	1,526.13	1,221.29
Rent, Rates & Taxes	670.96	642.49
Excise Duty*	-	(295.16)
Repairs & Maintenance		
- To Plant & Machineries	111.70	111.57
- To Buildings	43.75	37.27
- To Vehicles	28.40	37.78
- To Others	78.01	79.16
Communication Expenses	189.88	198.89
Printing & Stationery	27.85	31.48
Legal & Professional	337.97	337.65
Auditor's Remuneration (Refer Note 30)	19.97	15.80
Directors' Sitting Fees	8.13	4.76
Directors' Travelling	12.76	18.46
Travelling & Conveyance	1,334.13	1,434.72
Advertisement Expenses	2,091.49	2,855.90
Other Selling & Distribution Expenses	5,263.98	4,657.66
Allowance for Expected Credit Loss	169.83	-
Sundry Balance Written off	200.55	3.17
Donation	30.09	29.87
Loss on Sale of Property, Plant & Equipment (Net)	122.97	1.11
Corporate Social Responsibility (Refer Note 32)	105.37	77.75
Miscellaneous Expenses	279.04	242.28
Net Foreign Exchange Loss / (Gain)	(286.70)	79.15
Total	15,931.71	14,942.98

* Excise Duty shown under expenditure represents the aggregate of excise duty borne by the Group and difference between excise duty on opening and closing stock of finished goods.

30 PAYMENT TO AUDITORS (EXCLUDING TAXES)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Statutory Audit Fees	15.38	13.80
Certification Fees and Other Services	4.59	2.00
Total	19.97	15.80

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

31 FAIR VALUE MEASUREMENTS

a) Accounting classification and fair values

As at March 31, 2019

(₹ in Lakhs)

Particulars	Carrying Value				Fair Value			
	At Cost	At FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Investments (Note i)	2,300.18	462.04	-	2,762.22	462.04	-	-	462.04
Loans	-	-	910.52	910.52	-	-	-	-
Trade Receivables	-	-	40,020.13	40,020.13	-	-	-	-
Cash and Cash Equivalents	-	-	2,681.31	2,681.31	-	-	-	-
Other Bank Balances	-	-	636.44	636.44	-	-	-	-
Other Financial Assets	-	-	958.57	958.57	-	-	-	-
Total Financial Assets	2,300.18	462.04	45,206.97	47,969.19	462.04	-	-	462.04
Borrowings (Incl. Current Maturities)	-	-	36,058.65	36,058.65	-	-	-	-
Trade Payable	-	-	33,632.89	33,632.89	-	-	-	-
Other Financial Liabilities	-	-	2,895.39	2,895.39	-	-	-	-
Total Financial Liabilities	-	-	72,586.93	72,586.93	-	-	-	-

As at March 31, 2018

(₹ in Lakhs)

Particulars	Carrying Value				Fair Value			
	At Cost	At FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Investments (Note i)	1,844.06	429.83	-	2,273.89	429.83	-	-	429.83
Loans	-	-	384.97	384.97	-	-	-	-
Trade Receivables	-	-	40,064.83	40,064.83	-	-	-	-
Cash and Cash Equivalents	-	-	1,749.68	1,749.68	-	-	-	-
Other Bank Balances	-	-	343.52	343.52	-	-	-	-
Other Financial Assets	-	-	865.30	865.30	-	-	-	-
Total Financial Assets	1,844.06	429.83	43,408.30	45,682.19	429.83	-	-	429.83
Borrowings (Incl. Current Maturities)	-	-	33,992.84	33,992.84	-	-	-	-
Trade Payable	-	-	29,746.35	29,746.35	-	-	-	-
Other Financial Liabilities	-	-	2,019.17	2,019.17	-	-	-	-
Total Financial Liabilities	-	-	65,758.36	65,758.36	-	-	-	-

b) Measurement of fair values:

(i) Investments in Associate, Joint Venture and Subsidiaries:

Investments in Associate and Joint Venture have been accounted at cost. Since these are scope out of Ind AS 109 for the purposes of measurement, the same have been disclosed at cost in the tables above.

(ii) Financial Instrument measured at Amortised Cost:

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

(iii) Levels 1, 2 and 3

Level 1 : It includes Investment in equity shares and mutual fund that has a quoted price and which are actively traded on the stock exchanges. It is been valued using the closing price as at the reporting period on the stock exchanges.

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

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

(iv) There have been no transfers between Level 1 and Level 2 during the years.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

32 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

As per Section 135 of the Companies Act, 2013, the group has spent required amount of ₹ 105.37 Lakhs (2017-18: ₹ 77.75 lakhs) during the current financial year. The details of amount spent are as under:

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Education	105.37	77.75
Total	105.37	77.75

33 EARNINGS PER SHARE

Particulars	Units	(₹ in Lakhs)	
		Year ended March 31, 2019	Year ended March 31, 2018
Basic & Diluted Earning Per Share (EPS)			
(a) Profit attributable to equity shareholders of the Group	(₹ in Lakhs)	2,087.03	5,268.90
(b) Weighted average number of equity shares	(in Nos.)	3,00,87,446	3,00,87,446
(c) Earning per Share (Basic and Diluted)	₹	6.94	17.51
(d) Face value per Share	₹	10.00	10.00

34 FINANCIAL RISK MANAGEMENT:

The Group's financial liabilities comprise mainly of borrowings, trade, other payables and financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Group's is exposed to Market risk, Credit risk and Liquidity risk. The Board of the Group monitors the risk as per risk management policy. Further The Audit Committee has additional oversight in the area of financial risks and controls.

The following disclosures summarize the Group's exposure to financial risks and information regarding use of derivatives employed to manage exposures to such risks. Quantitative sensitivity analysis have been provided to reflect the impact of reasonably possible changes in market rates on the financial results, cash flows and financial position of the Group.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risks: interest rate risk and currency risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables and loans.

Within the various methodologies to analyze and manage risk, Group's has implemented a system based on "sensitivity analysis" on symmetric basis. This tool enables the risk managers to identify the risk position of the entities. Sensitivity analysis provides an approximate quantification of the exposure in the event that certain specified parameters were to be met under a specific set of assumptions. The risk estimates provided here assume:

- a parallel shift of 100-basis points of the interest rate yield curves in major currencies.
- a simultaneous, parallel foreign exchange rates shift in which the INR appreciates / depreciates against all currencies by 5%

The potential economic impact, due to these assumptions, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Statement of profit and loss may differ materially from these estimates due to actual developments in the global financial markets.

The analysis exclude the impact of movements in market variables on the carrying values of gratuity, pension and other post-retirement obligations and provisions.

The following assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant statement of profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2019 and March 31, 2018.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

(i) 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 seeks to mitigate such risk by maintaining an adequate proportion of floating and fixed interest rate borrowings. As at March 31, 2019, approximately 18.85% of the Group's borrowings and other financial liabilities are at fixed rate (March 31, 2018 : 24.82%). Summary of financial assets and financial liabilities has been provided below:

Exposure to interest rate risk

The interest rate profile of the Group's interest - bearing financial instrument as reported to management is as follows:

Particulars	As at	
	March 31, 2019	March 31, 2018
	(₹ in Lakhs)	
Fixed-rate instruments		
Financial Assets	655.71	761.51
Financial Liabilities	7,812.04	8,625.65
Variable-rate instruments		
Financial Assets	-	-
Financial Liabilities	29,355.38	26,129.97

Interest rate sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates. The following table demonstrates the sensitivity of floating rate financial instruments to a reasonably possible change in interest rates. The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

Impact on Profit / (loss) after tax

Particulars	Year ended	
	March 31, 2019	March 31, 2018
	(₹ in Lakhs)	
Increase in 100 basis points	(190.97)	(170.87)
Decrease in 100 basis points	190.97	170.87

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group transacts business in foreign currencies (primarily USD and EUR). Consequently, the Group has foreign currency trade payables and receivables and is therefore exposed to foreign exchange risk. The Group manages its foreign currency risk by following policies approved by board as per established risk management policy. The carrying amounts of the Group's foreign currency denominated monetary items are as follows:

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk (based on notional amounts) is as follows:

Particulars	March 31, 2019				March 31, 2018	
	USD		EUR		USD	EUR
Financial Assets						
Trade receivables	38,62,506	-		39,56,739	-	
Other Financial Assets	-	-		-	-	
Total (A)	38,62,506	-		39,56,739	-	

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

(Amount in FCY)

Particulars	March 31, 2019		March 31, 2018	
	USD	EUR	USD	EUR
Financial Liabilities				
Trade payables	16,91,819	3,81,446	3,90,617	7,37,864
Borrowings	-	-	16,04,700	-
Other Financial Liabilities	3,47,200	-	-	52,070
Total (B)	20,39,019	3,81,446	19,95,317	7,89,934
Net exposure to foreign currency (A-B)	18,23,487	(3,81,446)	19,61,422	(7,89,934)

The following significant exchange rates have been applied during the year.

Particulars	Average rate		Year-end spot rate	
	Year Ended March 31, 2019	Year Ended March 31, 2018	As at March 31, 2019	As at March 31, 2018
USD 1	67.11	64.94	69.17	65.04
EUR 1	79.16	74.85	77.70	80.62

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and EUR rates to the functional currency of respective entity, with all other variables held constant. The Group's exposure to foreign currency changes for all other currencies is not material. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities.

Particulars	Carrying Value			Fair Value		
	Change in exchange rate	Profit/(loss) before tax	Equity (net of tax)	Change in exchange rate	Profit/(loss) before tax	Equity (net of tax)
March 31, 2019						
Strengthening	5%	61.18	39.80	5%	(15.10)	(9.87)
Weakening		(61.18)	(39.80)		15.10	9.87
March 31, 2018						
Strengthening	5%	63.69	41.43	5%	(29.56)	(19.33)
Weakening		(63.69)	(41.43)		29.56	19.33

(₹ in Lakhs)

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The group is exposed to credit risk primarily trade receivables and other financial assets including deposits with banks. Credit risk arising from trade receivables is managed in accordance with the Group's established policy, procedures and control relating to customer credit risk management.

Other financial assets

This comprises mainly of deposits with banks and other intercompany receivables. Credit risk arising from these financial assets is limited.

Trade receivables

Customer credit risk is managed by each business unit subject to the group's established policy and procedures. Trade receivables are non-interest bearing and generally have a credit period not exceeding 90 days. Concentrations of credit risk with respect to trade receivables are limited, due to the customer base being large and diverse. All trade receivables are reviewed and assessed for default on a quarterly basis. Historical experience of collecting receivables of the Group is supported by low level of past default and hence the credit risk is perceived to be low.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

Reconciliation of loss allowance provision – Trade receivables

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Loss allowance as at beginning of the year	562.88	562.88
Changes in Loss allowance	169.83	-
Loss allowances as at end of the year	732.71	562.88

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the group's finance department in accordance with the group's policy. Investments of surplus funds are made only with approved counterparties.

(c) Liquidity risk

Liquidity risk is the risk that the group will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing from both banks and financial institutions at an optimised cost.

The table below analysis non-derivative financial liabilities of the group into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed under the ageing buckets are the contractual undiscounted cash flows and includes contractual interest payments.

The following significant exchange rates have been applied during the year.

Particulars	(₹ in Lakhs)			
	Carrying amount	Less than 12 months	More than 12 months	Total
As at March 31, 2019				
Financial Liabilities				
Borrowings (Incl. Current Maturities)	36,058.65	26,180.15	9,878.50	36,058.65
Trade Payables	33,632.89	33,632.89	-	33,632.89
Other Financial Liabilities	2,895.39	2,895.39	-	2,895.39
Total	72,586.93	62,708.43	9,878.50	72,586.93
As at March 31, 2018				
Financial Liabilities				
Borrowings (Incl. Current Maturities)	33,992.84	22,132.15	11,860.69	33,992.84
Trade Payables	29,746.35	29,746.35	-	29,746.35
Other Financial Liabilities	2,019.17	2,019.17	-	2,019.17
Total	65,758.36	53,897.67	11,860.69	65,758.36

35 CAPITAL MANAGEMENT:

For the purpose of the group's capital management, capital includes paid-up equity capital and all other equity reserves attributable to the equity holders of the Group. The primary objective of the group's capital management is to ensure that it maintains a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital, as well as level of dividends to equity share holders.

The group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The group monitors capital using Debt-Equity ratio, which is net debt divided by total equity. The group's policy is to keep the net debt to equity ratio below 2. The group includes within net debt, interest bearing loans and borrowings, less cash and short-term deposits.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Interest-bearing Borrowings (Incl. Current Maturity)(Note 15)	35,939.72	33,729.61
Less: Cash and Cash Equivalents (Note 12)	(3,317.76)	(2,093.20)
Adjusted Net Debt	32,621.96	31,636.41
Equity Share Capital (Note 13)	3,008.74	3,008.74
Other Equity (Note 14)	42,101.66	40,504.60
Total Equity	45,110.40	43,513.34
Adjusted net debt to total equity ratio	0.72	0.73

In order to achieve this overall objective, the group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019 and March 31, 2018.

36 EMPLOYEE BENEFITS

a) Defined contribution plans:

The Group's makes contributions towards provident fund to defined contribution retirement benefit plan for qualifying employees. The provident fund contributions are made to Government administered Employees Provident Fund. Both the employees and the Group make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

Details of amount recognized as expenses during the year:

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Contribution to Provident Fund	317.76	309.24
Total	317.76	309.24

b) Defined benefit plan:

The Group has defined benefit gratuity plan for its employees. The employee who has completed five years or more of service is entitled to gratuity on termination of his employment at 15 days last drawn salary for each completed year of service. The scheme is funded. The present value of obligation in respect of gratuity is determined based on actuarial valuation using the Project Unit Credit Method as prescribed by Ind AS - 19. Gratuity has been recognised in the financial statement as per details given below:

Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting year on government bonds. If the return on plan asset is below this rate, it will create plan deficit.

Interest risk:

A fall in the discount rate which is linked to the Government Security Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Longevity risk:

Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

Salary risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

The following table sets out the status of the gratuity plan and the amounts recognised in the consolidated financial statements as at March 31, 2019.

(i) Reconciliation in present value of defined benefit obligation:

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Defined benefit obligations as at beginning of the year	358.95	277.21
Current service cost	128.05	105.69
Past service cost	-	7.70
Interest cost	10.01	7.34
Actuarial (Gains)/Losses	55.08	5.72
Benefits paid	(69.78)	(44.71)
Defined benefit obligations as at end of the year	482.31	358.95

(ii) Reconciliation change in fair value of plan assets:

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Fair Value of Plan Assets at the beginning of the year	189.56	178.55
Interest Income	21.16	20.84
Contribution by Employer	87.00	39.00
Benefits paid from the fund	(69.78)	(44.72)
Return on Plan Assets, Excluding Interest Income	(5.00)	(4.11)
Fair Value of Plan Assets at the end of the year	222.94	189.56

(iii) Amount recognised in balance sheet

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
PVO at the end of year	482.31	358.95
Fair value of planned assets at the end of year	(222.94)	(189.56)
Net Liability recognised in the balance sheet	259.37	169.39

(iv) Amount recognised in Statement of Profit and Loss:

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Current service cost	128.05	105.69
Interest cost	10.01	7.34
Past service cost	-	7.70
Expense recognised	138.06	120.73

(v) Amount recognised in Other Comprehensive Income:

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Total Actuarial (Gains)/ Losses	38.92	15.27

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

(vi) Principal assumptions used in determining defined benefit obligations for the Group

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Discount rate (Per Annum)	7.61%-8%	7.33% - 7.88%
Salary escalation rate (Per Annum)	4%-6%	6% - 7%
Mortality Rate [as % of Indian Assured Lives Mortality (IALM) (2006-08) Ultimate]	IALM (2006-08) Rates	
Normal Retirement Age (In Years)	58	58
Average Future Service (In Years)	8-22	7 - 14

Note 1: Discount rate is determined by reference to market yields at the balance sheet date on Government bonds, where the currency and terms of the Government bonds are consistent with the currency and estimated terms for the benefit obligation.

Note 2: The estimate of future salary increases taken into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Additional Disclosure Items

(vii) Category of Assets

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Insurance Fund	208.47	182.15

(viii) Expected Cash flow of Maturity Profile for following years of Defined Benefit Obligations:

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
1 Year	37.76	26.59
Between 2 to 5 Year	80.65	106.17
Between 6 to 10 Year	187.68	140.29
Beyond 10 Years	79.19	496.94

(ix) Sensitivity analysis

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Under Base Scenario		
Salary Escalation - Up by 1 %	458.78	31.56
Salary Escalation - Down by 1%	(370.79)	(27.69)
Withdrawal Rates - Up by 1 %	411.65	6.10
Withdrawal Rates - Down by 1 %	(388.62)	(7.17)
Discount Rates - Up by 1 %	(371.56)	(26.62)
Discount Rates - Down by 1 %	459.01	30.78

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Group's financial statements as at balance sheet date:

(₹ in Lakhs)

Total employee benefit liabilities	Note	As at March 31, 2019	As at March 31, 2018
Provisions	16	259.37	169.39

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

37 RELATED PARTY DISCLOSURES

As per the Ind AS - 24 Related Party Disclosures, the related parties of the Group are as follows :

a) Name of the related parties and nature of relationships :

(i) Associate:

Astron Paper and Board Mills Limited

(ii) Joint Venture

AGL Panaria Private Limited

(iii) Key Management Personnel (KMP)

Particulars	Designation
Kamleshbhai Bhagubhai Patel	Chairman & Managing Director
Mukeshbhai Jivabhai Patel	Managing Director
Sureshbhai Jivabhai Patel	Director
Kalidasbhai Jivabhai Patel	Chief Finance Officer
Bhogibhai Bhikhabhai Patel	Director
Kanubhai Bhikhabhai Patel	Director
Bhaveshbhai Vinodbhai Patel	Director
Renuka A Upadhyay	Company Secretary

(iv) Relatives of Key Management Personnel (KMP)

Hinaben Kamleshbhai Patel	Zalakben Hirenabhai Patel
Bhagubhai Punjabhai Patel	Parulben Kanubhai Patel
Hiraben Bhagubhai Patel	Sureshbhai Bhikhabhai Patel
Rajviben Kuldeepbhai Patel	Asmitaben Bhaveshbhai Patel
Kuldeepbhai Rameshbhai Patel	Vinodbhai Lalabhai Patel
Bhanuben Mukeshbhai Patel	Vipulbhai Vinodbhai Patel
Dhuliben Jivabhai Patel	Alpaben Jagdishbhai Patel
Shaunakbhai Mukeshbhai Patel	Bhaveshbhai Bhogibhai Patel
Shaliniben Shaunakbhai Patel	Rameshbhai Bhikhabhai Patel
Chhayaben Sureshbhai Patel	Ankitaben Kalidasbhai Patel
Hirenabhai Sureshbhai Patel	Dimpalben Bhogibhai Patel

(v) Enterprises over which KMP and/or their relatives having significant influence

Affil Vitrified Pvt Limited	AGL Developers
Aryan Buildspace LLP	AGL Infrastructure Pvt Limited
AGL Infrabuild Pvt Ltd	

(vi) Post employment benefit plan

Asian Granito India Limited Employees Group Gratuity Fund

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

(b) Terms and conditions of transactions with related parties

- (i) Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions.
- (ii) Rate of Interest to / from related party carries below mentioned rates:

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Loan to:		
Astron Paper & Board Mill Ltd	-	12.00%

(c) Transactions with key management personnel

Compensation of key management personnel of the Group

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Kamleshbhai Bhagubhai Patel	41.38	34.56
Mukeshbhai Jivabhai Patel	33.22	26.40
Sureshbhai Jivabhai Patel	28.51	25.92
Bhaveshbhai Vinodbhai Patel	20.41	18.00
Kanubhai Bhikhabhai Patel	21.23	15.00
Bhogibhai Bhikhabhai Patel	13.84	11.64
Renuka A Upadhyay	15.68	14.15
Kalidasbhai Jivabhai Patel	12.53	9.18
Total compensation paid to key management personnel	186.80	154.85

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

37 RELATED PARTY DISCLOSURES (CONT...)

The following table summarizes related-party transactions and balances for the year ended/as at March 31, 2019 and March 31, 2018

Particulars	Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Purchase of Products	-	-	2.31	29.69	5,695.69	8,486.14	7.30	-
Sale of Products	48.72	971.42	4.31	0.38	2.50	2,365.93	-	-
Sale of Property, Plant & Equipment	-	-	-	-	-	47.20	-	25.90
Quality Claim	-	10.60	-	-	8.98	-	-	-
Interest Received	-	-	-	37.12	7.84	-	-	-
Rent Received	1.69	4.95	-	-	-	-	14.08	14.08
Rent Paid	-	-	-	-	18.67	15.99	-	-
Sales Commission Income	-	-	-	-	0.91	-	-	-
Loan Given	-	-	-	-	-	-	-	35.00
Loan Taken	-	-	-	-	400.00	74.84	156.87	568.70
Loan Repaid	-	-	-	-	-	5.50	322.28	43.47
Loan Recovered	-	-	-	532.76	-	-	-	35.00
Advance Received	-	7.68	-	-	-	-	-	-
Reimbursement of Exp.	-	-	-	-	26.65	-	-	-
Investment	-	300.00	-	-	-	-	-	-
Director's Remuneration	-	-	-	-	-	-	-	-
Director Sitting Fee	-	-	-	-	-	-	158.59	131.52
Employee Benefit Expense	-	-	-	-	-	-	6.30	4.55
Contribution to Gratuity Fund	-	-	-	-	77.00	25.00	195.09	191.18
Dividend Paid	-	-	-	-	-	-	-	70.86
Other Paid	-	-	-	-	-	-	-	2.78
Outstanding Balances								
Trade Payable	28.57	29.51	-	4.99	2,448.13	3,882.97	21.67	14.39
Trade Receivable	301.80	422.40	-	-	-	48.43	3.52	3.52
Investment (Refer Note 5)	84.79	186.38	2,157.71	1,621.44	-	-	-	-
Loan Given	-	8.29	-	-	80.49	72.65	-	-
Loan Taken	-	-	-	-	512.39	112.39	787.12	973.33
Transactions During the Period								
Purchase of Material / Finished Goods								
Astron Paper & Board Mill Ltd	-	-	2.31	29.69	-	-	-	-
Affil Vitrified Pvt Ltd	-	-	-	-	5,695.69	8,486.14	-	-

(₹ in Lakhs)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

37 RELATED PARTY DISCLOSURES (CONT...)

Particulars	(₹ in Lakhs)							
	Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Kameshbhai Bhagubhai Patel	-	-	-	-	-	-	2.79	-
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	0.96	-
Bhanuben Mukeshbhai Patel	-	-	-	-	-	-	1.21	-
Hinaben Kameshbhai Patel	-	-	-	-	-	-	1.00	-
Dhuliben Jivabhai Patel	-	-	-	-	-	-	1.34	-
	-	29.69	2.31	29.69	5,695.69	8,486.14	7.30	-
Sale of Products								
Astron Paper & Board Mill Ltd	-	-	4.31	0.38	-	-	-	-
Affil Vitrified Pvt Ltd	-	-	-	-	2.50	2,365.66	-	-
AGL Panaria Pvt Ltd	48.72	971.42	-	-	-	0.27	-	-
Anyan Buildspace LLP	-	-	-	-	-	-	-	-
	48.72	971.42	4.31	0.38	2.50	2,365.93	-	-
Sale of Property, Plant & Equipment								
Affil Vitrified Pvt Ltd	-	-	-	-	-	47.20	-	25.90
Mukeshbhai Jivabhai Patel	-	-	-	-	-	47.20	-	25.90
	-	-	-	-	-	-	-	-
Quality Claim								
AGL Panaria Pvt Ltd	-	10.60	-	-	-	-	-	-
Affil Vitrified Pvt Ltd	-	10.60	-	-	8.98	-	-	-
	-	-	-	-	8.98	-	-	-
Interest Received								
Astron Paper & Board Mill Ltd	-	-	-	37.12	-	-	-	-
AGL Infrastructure Pvt Limited	-	-	-	37.12	7.84	-	-	-
	-	-	-	-	7.84	-	-	-
Rent Received								
AGL Panaria Pvt Ltd	1.69	4.95	-	-	-	-	-	-
Others	1.69	4.95	-	-	-	-	14.08	14.08
	-	-	-	-	-	-	14.08	14.08
Rent Paid								
Affil Vitrified Pvt Ltd	-	-	-	-	3.00	2.12	-	-
AGL Infrastructure Pvt Ltd	-	-	-	-	15.67	13.87	-	-
	-	-	-	-	18.67	15.99	-	-
Sales Commission Income								
Affil Vitrified Pvt Ltd	-	-	-	-	0.91	-	-	-
	-	-	-	-	0.91	-	-	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

37 RELATED PARTY DISCLOSURES (CONT...)

Particulars	Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Loan Given								
Others	-	-	-	-	-	-	-	35.00
								35.00
Loan Taken								
AGL Infrastructure Pvt Ltd	-	-	-	-	400.00	-	-	-
AGL Infrabuild Private Limited	-	-	-	-	-	74.84	-	-
Vipulbhai Vinodbhai Patel	-	-	-	-	-	-	22.79	262.00
Kameshbhai Bhagubhai Patel	-	-	-	-	-	-	52.92	92.00
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	29.78	89.70
Sureshbhai Jivabhai Patel	-	-	-	-	-	-	22.35	75.00
Kanubhai Bhikhabhai Patel	-	-	-	-	-	-	11.70	25.00
Bhogibhai Bhikhabhai Patel	-	-	-	-	400.00	74.84	17.33	25.00
							156.87	568.70
Loan Repaid								
AGL Infrastructure Pvt Ltd	-	-	-	-	-	5.50	-	-
Kameshbhai Bhagubhai Patel	-	-	-	-	-	-	110.77	-
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	110.16	-
Sureshbhai Jivabhai Patel	-	-	-	-	-	-	97.35	-
Bhogibhai Bhikhabhai Patel	-	-	-	-	-	-	4.00	-
Others	-	-	-	-	-	-	-	43.47
						5.50	322.28	43.47
Loan Recovered								
Astron Paper & Board Mill Ltd	-	-	-	532.76	-	-	-	-
Others	-	-	-	-	-	-	-	35.00
				532.76				35.00
Advance Received								
AGL Panaria Pvt Ltd	-	7.68	-	-	-	-	-	-
		7.68						
Reimbursement of Exp.								
Affil Vitrified Pvt Ltd	-	-	-	-	19.32	-	-	-
AGL Infrastructure Pvt Ltd	-	-	-	-	7.33	-	-	-
					26.65			
Investment								
AGL Panaria Pvt Ltd	-	300.00	-	-	-	-	-	-
		300.00						

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

37 RELATED PARTY DISCLOSURES (CONT...)

Particulars	Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Director's Remuneration								
Kameshbhai Bhagubhai Patel	-	-	-	-	-	-	41.38	34.56
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	33.22	26.40
Sureshbhai Jivabhai Patel	-	-	-	-	-	-	28.51	25.92
Bhaveshbhai Vinodbhai Patel	-	-	-	-	-	-	20.41	18.00
Kanubhai Bhikhabhai Patel	-	-	-	-	-	-	21.23	15.00
Bhogibhai Bhikhabhai Patel	-	-	-	-	-	-	13.84	11.64
	-	-	-	-	-	-	158.59	131.52
Director Sitting Fee								
Ajendrakumar Patel	-	-	-	-	-	-	0.30	0.41
Amrutbhai Iswarbhai Patel	-	-	-	-	-	-	0.40	0.31
Premjibhai Chaudhary	-	-	-	-	-	-	0.60	0.41
Indira Nityandandam Muthuswamy	-	-	-	-	-	-	0.40	0.10
Hemendrakumar Chamanlal Shah	-	-	-	-	-	-	1.60	1.28
Satish Yeshwant Deodhar	-	-	-	-	-	-	1.50	2.04
Mukesh Mahendrabhai Shah	-	-	-	-	-	-	1.00	-
Dipti Atulbhai Mehta	-	-	-	-	-	-	0.50	-
	-	-	-	-	-	-	6.30	4.55
Employee Benefit Expense								
Others	-	-	-	-	-	-	195.09	191.18
	-	-	-	-	-	-	195.09	191.18
Contribution to Gratuity Fund								
Asian Granito India Limited Employees Group Gratuity Fund	-	-	-	-	77.00	25.00	-	-
	-	-	-	-	77.00	25.00	-	-
Dividend Paid								
Kameshbhai B Patel	-	-	-	-	-	-	-	27.58
Mukeshbhai J Patel	-	-	-	-	-	-	-	19.69
Sureshbhai J Patel	-	-	-	-	-	-	-	8.98
Others	-	-	-	-	-	-	-	14.61
	-	-	-	-	-	-	-	70.86

(₹ in Lakhs)

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

37 RELATED PARTY DISCLOSURES (CONT...)

Particulars	(₹ in Lakhs)							
	Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Balances as at year end								
Trade Payable								
Astron Paper & Board Mill Ltd	-	-	-	4.99	-	-	-	-
AGL Panaria Pvt Ltd	28.57	29.51	-	-	-	-	-	-
Affil Vitrified Pvt Ltd	-	-	-	-	2,376.13	3,810.97	-	-
AGL Developers	-	-	-	-	72.00	72.00	-	-
Kamleshbhai Bhagubhai Patel	-	-	-	-	-	-	4.63	1.84
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	2.68	1.72
Bhanuben Mukeshbhai Patel	-	-	-	-	-	-	3.90	2.69
Hinaben Kamleshbhai Patel	-	-	-	-	-	-	2.45	1.46
Bhagubhai Punjabhai Patel	-	-	-	-	-	-	1.59	1.59
Shaunakbhai Mukeshbhai Patel	-	-	-	-	-	-	2.60	2.60
Dhuliben Jivabhai Patel	-	-	-	-	-	-	3.82	2.49
	28.57	29.51		4.99	2,448.13	3,882.97	21.67	14.39
Trade Receivable								
AGL Panaria Pvt Ltd	301.80	422.40	-	-	-	-	-	-
Affil Vitrified Pvt Limited	-	-	-	-	-	48.17	-	-
Anyan Buildspace LLP	-	-	-	-	-	0.26	-	-
Others	-	-	-	-	-	-	3.52	3.52
	301.80	422.40				48.43	3.52	3.52
Loan Given								
AGL Panaria Pvt Ltd	-	8.29	-	-	-	-	-	-
AGL Infrastructure Pvt Limited	-	-	-	-	80.49	72.65	-	-
		8.29			80.49	72.65		
Loan Taken								
Kamleshbhai Bhagubhai Patel	-	-	-	-	-	-	28.50	57.85
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	15.40	80.38
Sureshbhai Jivabhai Patel	-	-	-	-	-	-	-	75.00
Kanubhai Bhikhabhai Patel	-	-	-	-	-	-	36.70	25.00
Bhogibhai Bhikhabhai Patel	-	-	-	-	-	-	38.33	25.00
ShaunakKumar Mukeshbhai Patel	-	-	-	-	-	-	-	64.70
Vipulbhai Vinodbhai Patel	-	-	-	-	-	-	668.19	645.40
AGL Infrastructure Pvt Ltd	-	-	-	-	437.55	37.55	-	-
AGL Infrabuild Private Limited	-	-	-	-	74.84	74.84	-	-
					512.39	112.39	787.12	973.33

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

38 CONTINGENT LIABILITIES AND COMMITMENTS

I. Contingent liabilities

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
(a) Claims against the Group not acknowledged as debts comprise of		
i) In respect of Pending Income Tax Demands	938.49	1,185.21
ii) In respect of Pending Sales Tax Demands	2,676.58	1,915.55
iii) In respect of Pending Excise Duty claim by DGFT	167.97	167.97
iv) In respect of Pending Excise Duty claim by DGCEI	2,241.04	2,241.04
v) In respect of Pending Consumer/Legal Cases	37.05	44.91
vi) Others	114.23	114.23
(b) Bank guarantees for Performance, Earnest Money & Security Deposits	3,414.24	2,860.06
(c) Duty on Machinery Imported under EPCG Scheme	564.87	13.75
(d) Corporate Guarantees	20,880.00	20,880.00
Total	31,034.47	29,422.72

II. Commitments

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Letter of Credit Opened with Banks	1,196.08	1,630.76
Total	1,196.08	1,630.76

The above matters are currently being considered by the tax authorities with various forums and the Group expects the judgement will be in its favour and has therefore, not recognised the provision in relation to these claims. Future cash outflow in respect of above will be determined only on receipt of judgement & decision pending with tax authorities at various forums. The potential undiscounted amount of total payments for taxes that the Group may be required to make if there was an adverse decision related to these disputed demands on regulators as of the date reporting period ends are as stated above.

- 39 The Group has not received full information from vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act); disclosure relating to amount unpaid at year end together with interest paid/payable have been given based on the information so far available with the Group/identified by the Group management:

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
1 the principal amount and the interest due thereon remaining unpaid to any supplier at the end of the year	721.50	690.84
2 the amount of interest paid by the Group in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
3 the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
4 the amount of interest accrued and remaining unpaid at the end of the year	2.34	-
5 the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

40 LEASES

A. Assets given on operating lease

The Group has given various premises under operating lease or leave and license Agreements. These are generally cancellable, having a term between 11 months and 3 years and have no specific obligation for renewal. Such Payments are recognised in the Statement of Profit and Loss under 'Rent, Rates & Taxes' in Note 29.

B. Assets taken on operating lease

The Group has taken certain assets such as Office space and warehouses on operating lease. The lease rentals are payable by the Group on a monthly basis.

Future minimum lease rentals payable under cancellable lease agreements are as under :

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
(i) Not later than a year	18.85	71.98
(ii) Later than a year but not later than five years	49.67	29.34
(iii) More than five years	2.12	-
Total	70.64	101.32

41 SEGMENT INFORMATION

The Group has only one reportable segment viz, Tiles & Marbles as per Ind As 108 - Operating Segment.

Entity Wide Disclosure

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Non-current Operating Assets:		
In India	48,182.80	44,479.96
Outside India	-	-
Total	48,182.80	44,479.96

Geographic Information

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Revenue from external customers:		
In India	1,02,144.07	1,07,073.13
Outside India	15,756.90	9,544.64
Total	1,17,900.97	1,16,617.77

42 DISCLOSURE OF SIGNIFICANT INTEREST IN SUBSIDIARIES AS PER IND AS 27

Sr. No.	Name of Entities	Relationship	Places of Business	Ownership as at	
				March 31, 2019	March 31, 2018
1	AGL Industries Limited	Subsidiary	India	100.00%	100.00%
2	Trodo Ceramics Private Limited	Subsidiary	India	0.00%	100.00%
3	Amazoone Ceramics Limited	Subsidiary	India	95.32%	94.80%
4	Camrola Quartz Limited	Subsidiary	India	51.00%	51.00%
5	Powergrace Industries Limited	Step Subsidiary	India	100.00%	100.00%
6	Crystal Ceramic Industries Private Limited	Subsidiary	India	70.00%	70.00%

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

43 RECENT INDIAN ACCOUNTING STANDARDS (IND AS)

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Group's consolidated financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

In March 2019, the Ministry of Corporate Affairs (MCA) issued the Companies (Indian Accounting Standards) Amendment Rules, 2019 notifying Ind AS 116 'Leases'. The Standard is applicable to the Group with effect from April 1, 2019.

The standard changes the recognition, measurement, presentation and disclosure of leases. It requires:

- Lessees to record all leases on the balance sheet with exemptions available for low value and short-term leases.
- At the commencement of a lease, a lessee will recognise lease liability and an asset representing the right to use the asset during the lease term (right-of-use asset).
- Lessees will subsequently reduce the lease liability when paid and recognise depreciation on the right-of-use asset.
- A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the right-of-use asset.
- The standard has no impact on the actual cash flows of a Group. However, operating lease payments currently expensed as operating cash outflows will instead be capitalised and presented as financing cash outflows in the statement of cash flows.

44 The Intelligence Officers from the office of Directorate of revenue intelligence (DRI), Ahmedabad have carried out search proceedings at the office premises of the parent on December 11, 2018 on the pretext of alleged undervaluation in respect of import of Crystallized Glass Panels from China during the years 2017 and 2018. The parent has paid an amount of ₹ 350.00 Lakhs towards differential customs duty under protest.

45 (a) Pursuant to the scheme of amalgamation under the provisions of Sections 230 to 232 of the Companies Act, 2013 sanctioned by National Company Law Tribunal (NCLT) vide its order dated October 22, 2018 following companies have been amalgamated with Crystal Ceramics Industries Private Limited ('CC IPL' or 'erstwhile Step Subsidiary and now Subsidiary of the Asian Granito India Limited (AGIL)):

Name of Company	Nature of amalgamation as per Indian Accounting Standard (Ind AS) 103 - Business Combinations (Ind AS 103)
Trodo Ceramics Private Limited (TCPL) (wholly owned subsidiary of AGIL)	a) Business combinations of entity under common control
(i) Nidhi Securities Limited,	b) Acquisition of Business
(ii) Faith Corporation Private Limited,	
(iii) Vista Corporation Private Limited,	
(iv) Bhavya Corporation Private Limited	
(v) Dhara Corporation Private Limited	

(b) The Scheme became effective on November 22, 2018 upon filing of the said order with the Registrar of Companies, Gujarat. The appointed date being February 1, 2018.

(c) In respect of accounting of amalgamation for Business combinations of entity under common control (The company referred to in above table under para (a)) :

The amalgamation has been accounted in accordance with "pooling of interest" method as per Accounting Standard 14 - Accounting for Amalgamations as prescribed in the scheme approved by NCLT. This accounting treatment corresponds to treatment prescribed in Ind AS 103.

(d) In respect of accounting of amalgamation for Business combinations of entity under acquisition of business (The five companies referred to in above table under para (a)) :

The amalgamation has been accounted in accordance with "pooling of interest" method as per Accounting Standard 14 - Accounting for Amalgamations as prescribed in the scheme approved by NCLT, whereas as per Ind AS 103,

Notes to the Consolidated Financial Statements

for the year ended March 31, 2019

acquisition of business of other five companies is required to be accounted under "purchase method" by accounting of assets and liabilities at their fair value. However, the fair value of assets and liabilities is not materially different from their carrying value.

- (e) The figures pertaining to previous year, as presented in this consolidated financial statements, have been restated since the merger was effective with effect from February 1, 2018.

46 In the opinion of Board of Directors

- (a) Current assets, non-current loans and advances are realizable in the ordinary course of business, at the value at which they are stated.

- (b) The provision for all known liabilities are adequate and not in excess of the amount reasonably necessary.

47 Balance of Trade receivables, Trade payables, loans and advances are subject to confirmation from the respective parties.

48 The figures pertaining to previous periods have been regrouped and restated wherever necessary, to make them comparable.

49 ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT, 2013

The following table summarizes related-party transactions and balances for the year ended/as at March 31, 2019 and March 31, 2018

(₹ in Lakhs)

Particulars	Net Assets		Share of Profit & Loss		Share of Other Comprehensive Income		Share in Total Comprehensive Income	
	% of Consolidated Net Assets	₹	% of Consolidated Profit & Loss	₹	% of Consolidated Other Comprehensive Income	₹	% of Consolidated Other Comprehensive Income	₹
Parent								
Asian Granito India Ltd	78.02%	38,012.45	31.69%	730.64	148.02%	(34.08)	30.52%	696.56
Subsidiaries								
Amazoone Ceramics Ltd	5.94%	2,895.74	21.72%	500.70	(8.34%)	1.92	22.02%	502.62
AGL Industries Ltd	0.51%	250.60	1.10%	25.39	-	-	1.11%	25.39
Crystal Ceramics Industries Ltd	17.94%	8742.63	14.97%	345.2	-	6.49	15.41%	351.69
Camrola Quartz Ltd	3.58%	1,744.09	8.11%	187.00	-	-	8.19%	187.00
Step Subsidiaries								
Powergrace Industries Ltd	0.49%	240.99	3.67%	84.72	-	-	3.71%	84.72
Inter Company Eliminations	(6.49%)	(3,163.20)			-	-		
Associates								
Astron Paper & Board Mill Ltd	-	-	23.25%	536.06	-	-	23.48%	536.06
Joint Venture								
AGL Panaria Pvt Ltd	-	-	(4.51%)	(104.03)	-	-	(4.56%)	(104.03)

As per our report of even date
 For **Manubhai & Shah LLP**
 Chartered Accountants
 ICAI Firm Reg. No.-106041W/W100136

J. D. Shah
 Partner
 Membership No.-100116
 Place: Ahmedabad
 Date: May 28, 2019

For and on behalf of the Board

Kamleshbhai B. Patel
 Chairman & Managing Director
 DIN: 00229700

Kalidasbhai J. Patel
 Chief Financial Officer

Place: Ahmedabad
 Date: May 28, 2019

Mukeshbhai J. Patel
 Managing Director
 DIN: 00406744

Renuka A. Upadhyay
 Company Secretary
 Membership No.- F8040

Notice

Notice is hereby given that the 24th Annual General Meeting of the Members of **ASIAN GRANITO INDIA LIMITED** will be held on **Monday, 30th September 2019 at 11.00 A.M. at AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015** to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Board's Report and the Auditors' Report thereon.

2. Declaration of Dividend

To recommend a final dividend of ₹0.60 per equity share of fully paid up face value of ₹10/- each for the financial year 2018-19.

3. To Appoint a Director in place of Mr. Bhaveshbhai V Patel (DIN: 03382527), Director, who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Statutory Auditor to fill casual vacancy

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(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the Company, M/s. RRS & Associates, Chartered Accountants, Ahmedabad (FRN.: 118336W) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Manubhai Shah & LLP, Chartered Accountants, Ahmedabad, (FRN.: 106041W/W100136)."

"RESOLVED FURTHER THAT M/s. RRS & Associates, Chartered Accountants, Ahmedabad (FRN.: 118336W) be and is hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 29th Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them."

"RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorised

to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."

5. Appointment of Mr. Mukesh Mahendrabhai Shah as an Independent Director:

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 Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Mukesh Mahendrabhai Shah (holding DIN: 00084402), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 14th November, 2018 and who holds office till the date of ensuing Annual General Meeting, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mr. Mukesh Mahendrabhai Shah as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years upto 13th November, 2023."

6. Appointment of Mrs. Dipti Atul Mehta as an Independent Director:

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 Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Dipti Atul Mehta (holding DIN: 00112368), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 12th February, 2019 and who holds office till the date of ensuing Annual General Meeting, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose Mrs. Dipti Atul Mehta as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to

hold office for a term of five consecutive years upto 11th February, 2024.”

7. Re-appointment of Mr. Kamleshbhai B. Patel as a Chairman and Managing Director 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 on recommendation of nomination and remuneration committee and Pursuant to provisions of Sections 196, 197 and 203 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for time being in force read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pursuant to the provisions of the Articles of Association of the Company and such other approvals as may be necessary, Mr. Kamleshbhai B. Patel (DIN: 00229700) be and is hereby re-appointed as a Chairman and Managing Director of the Company for a consecutive period of 5 (Five) years with retrospective effect from 1st January, 2019 on the terms and conditions as stated below:

(A) MONTHLY SALARY: ₹2,00,000 – ₹10,00,000 p.m.
The Chairman & Managing Director shall also be entitled to:

I. Group Medical Claim Policy: Entitled for individual with corporate benefit.

II. Personal Accident Insurance: The Company will take Personal Accident Insurance of Director.

III. Provident fund and superannuation:
Company's contribution towards provident fund and the pension's fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

Gratuity shall be paid as per Company's rule and will not be included in the computation of the ceiling on perquisites.

IV. Corporate mobile Plan.

V. The Company shall reimburse actual traveling expenses incurred by the Managing Director in connection with the Company's business.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Kamlesh B. Patel, office as Chairman and Managing Director, the remuneration set out in the aforesaid resolution of appointment be paid or granted to Mr. Kamlesh B. Patel, as minimum remuneration provided that

the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.”

“RESOLVED FURTHER THAT any acts or deeds done by Mr. Kamleshbhai B. Patel, Chairman and Managing Director during the period commencing from 1st January, 2019 till the date of ensuing Annual General Meeting be and is hereby ratified.”

“RESOLVED FURTHER THAT any remuneration paid to Mr. Kamleshbhai B. Patel, Chairman and Managing Director during the period commencing from 1st January, 2019 till the date of ensuing Annual General Meeting be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee be and are hereby severally authorised to alter and vary such terms of reappointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be decided by the Board of Directors.”

8. Re-appointment of Mr. Mukeshbhai J. Patel as Managing Director 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 on recommendation of nomination and remuneration committee and pursuant to the provisions of Section 196,197,203 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for time being in force read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pursuant to the provisions of the Articles of Association of the Company and such other approvals as may be necessary, Mr. Mukeshbhai J. Patel (DIN: 00406744) be and is hereby re-appointed as Managing Director of the Company for a consecutive period of 5 (Five) years with retrospective from 1st April, 2019 on the terms and conditions as stated below:

(A) MONTHLY SALARY: ₹1,60,000 – ₹7,37,500 p.m.
The Managing Director shall also be entitled to the following perquisites and facilities:

I. Group Medical Claim Policy: Entitled for individual with corporate benefit.

II. Personal Accident Insurance: The Company will take Personal Accident Insurance of Director.

III. Provident fund and superannuation:

Company's contribution towards provident fund and the pension's fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

Gratuity shall be paid as per Company's rule and will not be included in the computation of the ceiling on perquisites.

IV. Corporate mobile Plan.

V. The Company shall reimburse actual traveling expenses incurred by the Managing Director in connection with the Company's business.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Mukesh J. Patel, office as Managing Director, the remuneration set out in the aforesaid resolution of appointment be paid or granted to Mr. Mukesh J. Patel, as minimum remuneration provided that the total remuneration by way of salary and other allowances

shall not exceed the ceiling provided in Section II of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof."

"RESOLVED FURTHER THAT, any acts or deeds done by Mr. Mukeshbhai J. Patel, Managing Director during the period commencing from 1st April, 2019 till the date of ensuing Annual General Meeting be and is hereby ratified."

"RESOLVED FURTHER THAT, any remuneration paid to Mr. Mukeshbhai J. Patel, Managing Director during the period commencing from 1st April, 2019 till the date of ensuing Annual General Meeting be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee be and are hereby severally authorised to alter and vary such terms of reappointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be decided by the Board of Directors."

Registered Office & Corporate Office:
202, Dev Arc, Opp. Iskon Temple,
S. G. Highway,
Ahmedabad – 380 015

By Order of the Board
For **Asian Granito India Limited**

Date: 31st August, 2019
Place: Ahmedabad

Renuka A. Upadhyay
DY.GM (Legal & Secretarial)

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act) in respect of Special Business to be transacted at the 24th Annual General Meeting (the 'AGM' or 'Meeting'), is annexed and forms part of this Notice.
2. Additional information of Mr. Bhaveshbhai V. Patel, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard on General Meetings (SS 2), in respect of Directors seeking reappointment at the AGM, is annexed herewith as **Annexure A**.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE Company.

The instrument appointing a proxy, in order to be effective, must be deposited at the registered office of the Company, duly filled stamped, completed

and signed, not later than 48 hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate, not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. However, a member holding more than 10 (ten) percent of the total share capital of the Company may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is enclosed with this notice.

4. Incomplete proxy forms are considered to be as invalid and the proxy so appointed shall not be entitled to vote on the resolution(s) in the AGM. A proxy holder needs to show his identity at the time of attending the Meeting. Further, in case if the Company receives multiple proxies for the same holding of a member, the proxy which is dated last shall be considered to be as invalid, if it is not dated then all the proxies so send by the member shall considered to be as invalid.

5. Corporate members intending to send their authorized representative to attend the Annual General Meeting are requested to send to the Company a Certified true copy of the Board Resolution/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. The Members are requested to bring duly filled attendance slips along with their copy of Annual Report at AGM.
7. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote.
8. Only bonafide members of the Company whose names appear on the Register of Members / Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the AGM.
9. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. The members are requested to submit the complete and signed form SH-13 with their Depository Participant (DP) who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent – Link Intime India Pvt. Ltd. (the 'RTA').
10. Members holding shares in physical form are requested to notify/send the following to the RTA of the Company:
 - i. Any change in their mailing address;
 - ii. Particulars of their bank account, pan no. & e-mail ids in case the same have not been sent earlier;
 - iii. Members who hold shares in physical form in multiple folios in identical names are requested to send the share certificate for consolidation into single folio.

Further, please note that Members holding equity shares in electronic form are requested to contact to their DP with whom they are maintaining the demat accounts for updation in address, pan no., e-mail IDs, Bank details, Bank mandate, ECS mandate, etc.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act will be available for inspection at the AGM.
12. A Route Map along with Prominent Landmark for easy location to reach the venue of the AGM is annexed with the Notice of AGM and is also available on the website of the Company.
13. The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, 24th September, 2019 to Monday, 30th September, 2019** (both days inclusive) in terms of the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of the AGM and determining names of the shareholders eligible for final dividend on equity shares, if declared at this AGM.
14. The dividend as recommended by the Board of Directors of the Company (₹0.60 per equity share of ₹10/- each), if declared at the AGM, will be paid on or before the 30th day from the date of declaration, to those members or their mandates:
 - a) Whose names appear in the list of Beneficial Owners as at the end of business hours on **Monday, 23rd September, 2019** in the lists of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited immediately before commencement of the Book closure in respect of shares held in electronic form; and
 - b) Whose names appear as member in the Register of Members of the Company after giving effect to the valid transfers in physical forms lodged with the Company and the RTA of the Company on or before **Monday, 23rd September, 2019**.
15. Members, who have not encashed their dividend warrant for the financial year 2011-12 and/or the dividend warrants issued for any subsequent financial years so far, are requested to correspond to the Company or the RTA of the Company or send an email to cs@aglsianganrino.com or ahmedabad@linkintime.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF) and further shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.

Unclaimed dividend information is available on the website of IEPF viz. www.iepf.gov.in and also on the website of the Company www.aglsianganrino.com

All the documents referred to in the accompanying Notice and the Explanatory Statement, are open for

16. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. However, the members having their shareholding in the Demat form are requested to provide their PAN details to their respective DPs and those who have shares in physical mode are requested to provide their PAN details to the Company or the RTA of the Company.
17. (a) The electronic copy of the Annual Report with the Notice of the AGM (along with Proxy Form, Attendance Slip and Route Map to the AGM Venue) for the financial year ending 31st March, 2019 is being sent to all the members whose email IDs are registered with the Company/ DPs unless any member has requested for a physical copy of the same. For Members, who have not registered their email address, physical copies of the Annual Report with the Notice of the AGM (along with Proxy Form, Attendance Slip and Route Map to the AGM Venue) are being sent through permitted mode.
- (b) We urge members to support our commitment to environmental protection by choosing to receive Notices, Annual Reports and other documents/ communications through electronic mode by updating your email addresses with the Company or DPs.
18. The Notice of AGM (along with Proxy Form, Attendance Slip and Route Map to the AGM Venue) and the Annual Report for the year ended 31st March, 2019 are available at the Company's website www.aglasiangranito.com. The Notice of the AGM is also available on www.evoting.cdsl.co.in
19. The Company has dedicated E-mail address info@aglasiangranito.com/cs@aglasiangranito.com for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest.
20. Members desirous of getting any information about the Financial Statements and operations of the Company are requested to address their queries to the Company Secretary at the Registered Office of the Company at 202, Dev Arc, Opp. Iskon Temple, S. G, Highway, Ahmedabad 380015, ten (10) days before the AGM enabling the Company to keep the information ready.
21. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendment thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the items of business given in the Notice of the AGM may be transacted through e-voting services. The facility of casting vote through e-voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository services Limited ('CDSL').
- The facility of the remote e-voting through electronic means is as an alternate to all members to enable them to cast their votes electronically instead of casting their vote physically at the Meeting. The facility for voting through Ballot Paper shall also be made available at the AGM and Members who have cast their votes by remote e-voting prior to the AGM may attend AGM but shall not be entitled to cast their votes again.
22. The e-voting period commences at 09:00 a.m. IST on Friday, 27th September, 2019 and ends at 5:00 p.m. IST on Sunday, 29th September, 2019. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of **Monday, 23rd September, 2019** ('Cut-off date'), may cast their vote by remote e-voting. No remote e-voting shall be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled for voting upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
23. Mr. Rajesh Parekh, Practicing Company Secretary (Membership No. A8073) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.aglasiangranito.com and on the website of CDSL immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.
25. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
26. Pursuant to the BSE Approval letter dated 23rd April, 2019 vide Ref. No. DCS/PREF/BA/PRE/048/2018-19 and

as per Regulation 163 (1) (i) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 regarding issue of 50,00,000 convertible warrants into Equity Shares of ₹10/- each on preferential basis, the Company hereby disclose that neither the issuer nor any of its promoters or Directors is a wilful defaulter.

27. Voting process and instruction regarding e-voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 09:00 a.m. IST on Friday, 27th September, 2019 and ends at 5:00 p.m. IST on Sunday, 29th September, 2019. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the Company resolution(s).

(xix) Note for Non – Individual Shareholders and Custodians

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

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

Explanatory Statement in respect of special businesses pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item No. 4, 5, 6, 7 and 8:

ITEM NO.4

M/s. Manubhai Shah & LLP, Chartered Accountants, Ahmedabad, (FRN: 106041W/W100136) vide letter dated 31st August, 2019 have resigned from the position of the Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139 (8) of the Companies Act, 2013.

The Board of Directors at its Meeting held on 31st August, 2019 as per the recommendation of the Audit Committee and pursuant to the provisions of Section 139 (8) of the Companies Act, 2013, have appointed M/s. RRS & Associates, Chartered Accountants, Ahmedabad (FRN.: 118336W), to hold office as a Statutory Auditor of the Company from ensuing Annual General Meeting till the conclusion of 29th Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them

and to fill the casual vacancy caused by the resignation of M/s. Manubhai Shah & LLP, Chartered Accountants, Ahmedabad, (FRN: 106041W/W100136).

As per the provisions of Section 139 (8) of the Companies Act, 2013 read with rules made thereunder, a casual vacancy caused by the resignation of Statutory Auditor needs to be approved by the members in a general meeting convened within three months. Accordingly, the Board of Directors have recommended the appointment of M/s. RRS & Associates, Chartered Accountants, Ahmedabad (FRN.: 118336W) to the members of the company for their approval at the Annual General Meeting by way of passing an ordinary resolution to hold office from the conclusion of the 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company.

M/s. RRS & Associates, Chartered Accountants, Ahmedabad (FRN.: 118336W) have given their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

In accordance with the Disclosure as required under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby declares that the proposed fees payable to M/s. RRS & Associates, Chartered Accountants, Ahmedabad (FRN.: 118336W), if appointed by shareholders, will be upto a ceiling of ₹ 15 Lakhs per annum for performing the Statutory Audit of the Company, for providing Quarterly Limited Review Report on Standalone and Consolidated Financial Statements of the Company, for tax audit, for certifications and for Income Tax Assessments etc. The fees for the future years may be escalated based on mutual discussion and approval of the Audit Committee and the Board. There is no material change in the fees payable to the proposed statutory auditor than the outgoing statutory auditor.

The Board recommends to the members of the Company for the appointment of M/s. RRS & Associates, Chartered Accountants, Ahmedabad (FRN.: 118336W) as the Statutory Auditor of the Company as the Board is satisfied that and is of the view that M/s. RRS & Associates have the requisite credentials required for the appointment as the Statutory Auditor of the Company and they are having good experience in Ceramics Industry and they are also providing Statutory Audit Services in Crystal Ceramic Industries Private Limited (Subsidiary Company of Asian Granito India Limited).

Credentials of M/s. RRS & Associates:

M/s. RRS & ASSOCIATES is one of the prominent and leading Chartered Accountancy firm based in Ahmedabad and Mumbai. The firm offer services in Ahmedabad, Mumbai and other major cities in India. The firm have a team of distinguished chartered accountants, corporate financial advisors, tax consultants and experienced bankers. The firm have been consistently providing a broad spectrum of

specialized financial services to their client base in India as well as abroad including Audit & Assurance, Corporate Taxation, Statutory Compliance, Tax Due Diligence, Transfer Pricing, Company Law, Company formation, Internal Audit, Investigative and Special Audits, Fraud detection and Forensic Audits, Stock Audits, Debt Syndication, Project Finance, Management Consultancy etc. The firm is a congregation of professionally qualified and experienced persons who are committed to add value and optimize the benefits accruing to clients. The firm proffer services to myriad of clients in a broad spectrum of trade and industries as well as non-profit organizations. The firm's clients include private and public sector corporates, all major PSU Banks, government and semi government agencies, partnerships and high net worth individuals. The firm has also been Peer Reviewed in 2018. The firm has a well-defined, well-structured set-up with pre-defined roles and responsibilities. It is a mix of both young and experienced professionals that brings about positive synergy to the table. They believe in providing a good professional environment and avenues for all rounded growth to their team. The same translates to service par excellence to their clients and customers for many years.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

The Board recommends this Ordinary Resolutions for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this Ordinary Resolution except to the extent of their shareholding.

ITEM NO.5

The Board of Directors of the Company at their meeting held on 14th November, 2018 on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Mukesh Mahendrabhai Shah as an Independent Director of the Company with effect from 14th November, 2018 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Mukesh Mahendrabhai Shah as an Independent Director. The Company has received a declaration from Mr. Mukesh Mahendrabhai Shah that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015') or any amendment thereto or modification thereof and his appointment shall not be subject to retire by rotation. In the opinion of the Board, Mr. Mukesh Mahendrabhai Shah fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Independent

Director and that he is independent of the management of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In terms of provisions of Section 161 of the Act, Mr. Mukesh Mahendrabhai Shah will hold office upto the date of this AGM. The Company has received a notice in writing under Section 160 of the Act from a member, proposing the candidature of Mr. Mukesh Mahendrabhai Shah for the office of the Independent Director, to be appointed as such, under the provisions of Section 149 of the Act.

Copy of the draft letter of appointment of Mr. Mukesh M. Shah setting out the terms and conditions of appointment is available on the Company's website and also available for inspection by the members at the registered office of the Company.

The Board recommends this Ordinary Resolutions for your approval.

This explanatory statement may also be regarded as a disclosure under applicable provisions of Listing Regulations.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, except for Mr. Mukesh Mahendrabhai Shah, is interested in this Ordinary Resolution.

Additional information of Mr. Mukesh M. Shah, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard on General Meetings (SS 2), in respect of Directors seeking reappointment at the AGM, is annexed herewith as **Annexure B**.

ITEM NO.6

The Board of Directors of the Company at their meeting held on 12th February, 2019, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Dipti Atul Mehta as an Independent Director of the Company with effect from 12th February, 2019 pursuant to the provisions of Section 161 of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Dipti Atul Mehta as an Independent Director. The Company has received a declaration from Mrs. Dipti Atul Mehta that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015') or any amendment thereto or modification thereof and her appointment shall not be subject to retire by rotation. In the opinion of the Board, Mrs. Dipti Atul Mehta fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Independent

Director and that she is an independent of the management of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

In terms of provisions of Section 161 of the Act, Mrs. Dipti Atul Mehta will hold office upto the date of this AGM. The Company has received a notice in writing under Section 160 of the Act from a member, proposing the candidature of Mrs. Dipti Atul Mehta for the office of the Independent Director, to be appointed as such, under the provisions of Section 149 of the Act.

Copy of the draft letter of appointment of Mrs. Dipti Atul Mehta setting out the terms and conditions of appointment is available on the Company's website and also available for inspection by the members at the registered office of the Company.

The Board recommends this Ordinary Resolutions for your approval.

This explanatory statement may also be regarded as a disclosure under applicable provisions of Listing Regulations.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, except for Mrs. Dipti Atul Mehta, is interested in this Ordinary Resolution.

Additional information of Mrs. Dipti Atul Mehta, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard on General Meetings (SS 2), in respect of Directors seeking reappointment at the AGM, is annexed herewith as **Annexure C**.

ITEM NO.7

The term of Mr. Kamleshbhai B. Patel as Chairman and Managing Director of the Company was completed on 31st December, 2018. The Board of Directors on 6th August, 2019, on recommendation of Nomination and Remuneration Committee, recommended for re-appointment of Mr. Kamleshbhai B. Patel as a Chairman & Managing Director of the Company for a period of five years with effect from 1st January, 2019 to 31st December, 2023 as on the terms and conditions as stated hereinafter.

Mr. Kamleshbhai B. Patel, a Bachelor in Business Administration from Sardar Patel University, has been the Chairman and Managing Director of our Company and has more than 21 years of experience in the tiles industry. He started his career with Kedia Cera Tile Pvt. Ltd. in the year 1993, as a Director. In 1996, he promoted Kedia Industries, a partnership concern involved in the manufacturing of wall tiles. Subsequently, in 1999, he promoted Asian Tiles Limited with other promoters. In 2003, he along with other promoters foresaw an opportunity of Vitrified tiles and started plant at Himmatnagar for manufacturing the same. Looking at his past experience and expertise knowledge, the Board of Directors has recommended for his reappointment as a Chairman & Managing Director of the Company.

The Board recommends this Ordinary resolution for the approval of the Shareholders.

None of the Directors, Key Managerial Personnel of Your Company and their relatives are interested in this resolution, except Mr. Kamleshbhai B. Patel himself & their relatives.

Additional information of Mr. Kamleshbhai B. Patel, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard on General Meetings (SS 2), in respect of Directors seeking reappointment at the AGM, is annexed herewith as **Annexure D**.

Requisite Information as required pursuant to Schedule V of the Companies Act, 2013 is annexed herewith as a part of **Annexure D**.

ITEM NO.8

The term of Mr. Mukeshbhai J. Patel as Managing Director of the Company was completed on 31st March, 2019. The Board of Directors on 6th August, 2019, on recommendation of Nomination and Remuneration Committee, recommended for re-appointment of Mr. Mukeshbhai J. Patel as a Managing Director of the Company for a period of five years with effect from 1st April, 2019 to 31st March, 2024 as on the terms and conditions as stated hereinafter.

Mr. Mukeshbhai J. Patel has been Managing Director of our Company and has more than 21 years of experience in the tiles industry. He started his carrier with KediaCera Tile Pvt. Ltd. in the year 1993, as a Director. In 1996, he promoted Kedia Industries, a partnership concern involved in the manufacturing of wall tiles. Subsequently, in 1999, he promoted Asian Tiles Limited with other promoters. In 2003, he along with other promoters foresaw an opportunity of Vitrified tiles and started plant at Himmatnagar for manufacturing the same. Looking at his past experience and expertise knowledge, the Board of Directors has re-appointed him as a Managing Director of the Company.

The Board recommends this Ordinary resolution for the approval of the shareholders.

None of the Directors, Key Managerial Personnel of Your Company and their relatives are interested in this resolution, except Mr. Mukeshbhai J. Patel himself & his relatives.

Additional information of Mr. Mukeshbhai J. Patel, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard on General Meetings (SS 2), in respect of Directors seeking reappointment at the AGM, is annexed herewith as **Annexure E**.

Requisite Information as required pursuant to Schedule V of the Companies Act, 2013 is annexed herewith as a part of **Annexure E**.

ANNEXURES:**Annexure A**

Information pursuant to the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Director proposed to be re-appointed:

Name of Director	Mr. Bhaveshbhai Vinodbhai Patel (DIN: 03382527)
Date of Birth	10 th March, 1980
Age as on 31 st March, 2019	39 years
Date of first appointment	11 th May, 2011
Qualification	B.C.A
Experience and Expertise	He joined the Company in the year 2011 and was initially inducted into the materials function of the Company. He obtained detailed knowledge and understanding of the Company during his stint under various capacities in the Company. His expertise in IT, Administration and finance function along with entrepreneurial acumen and Leadership qualities guided the Company. With such in-depth knowledge of the Company's functioning he brings immense value in enhancing Board effectiveness.
Terms and conditions of re-appointment	There is no change in the terms and conditions relating to appointment of Mr. Bhavesh V. Patel as Director of the Company, as approved by the members at the AGM held on 29 th day of September, 2011.
Remuneration sought and last drawn	As mentioned in the Report on Corporate Governance.
Shareholding in the Company as on 31 st March, 2019	1,82,342 Equity shares
Relationship with other Directors and Key Managerial Personnel of the Company	N.A
No. of Board Meetings attended during the financial year 2018-19	5(Five)
Directorships held in other public Limited Companies including other Listed Companies	NIL
Chairmanship/ Membership of the Committee of Board of Directors of the Company*	NIL
Chairmanship/ Membership of the Committee of the Board of Directors of other Public limited Companies*	NIL

Note: * The Committee of the Board of Directors includes only Audit committee and Stakeholders Relationship committee as per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

Annexure B

Information pursuant to the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Director proposed to be re-appointed:

Name of Director	Mr. Mukesh Mahendrabhai Shah (DIN: 00084402)
Date of Birth	31 st January, 1953
Age as on 31 st March, 2019	66 years
Date of first appointment	14 th November, 2018
Qualification	M.COM, LL.B, F.C.A
Experience and Expertise	<p>Mr. Mukesh Mahendrabhai Shah (M.Com, L.L.B, F.C.A), with more than 30 years of experience, has not only laid the foundation of his firm but has consistently improved and grown the organization manifolds over his association.</p> <p>He manages the key client relationships on an ongoing basis and is involved in all the major engagements of the firm. Under his leadership, the firm has grown from proprietorship in 1978 to over 75 people operating out of 3 locations in India at present.</p> <p>He has commendable knowledge in diversified fields of Audit & Assurance, Tax & Regulatory matters, Transactions advisory services, Due Diligence, Corporate Restructuring including Mergers, De-mergers, Valuations, Acquisition and sale, Project Finance, FEMA & Regulatory Matters.</p> <p>He is managing trustee of leading Educational Institute running 5 collages imparting education to more than 6500 students in the city of Ahmedabad.</p> <p>He had been committee member of Chartered Accountants Association, Ahmedabad and ITAT Bar Association, Ahmedabad.</p> <p>He is on the Board of Directors of some Companies as an Independent Director offering valuable guidance on the Company's policies and good corporate governance.</p>
Terms and conditions of re-appointment	There is no change in the terms and conditions relating to appointment of Mr. Mukesh M. Shah as a Director of the Company.
Remuneration sought and last drawn	As mentioned in the Report on Corporate Governance
Shareholding in the Company as on 31 st March, 2019	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	N.A
No. of Board Meetings attended during the financial year 2018-19	3(Three)
Directorships held in other public Limited Companies including other Listed Companies	4 (Four)
Chairmanship/ Membership of the Committee of Board of Directors of the Company*	NIL
Chairmanship/ Membership of the Committee of the Board of Directors of other Public limited Companies*	<p>Membership of the Committee of the Board of Directors of other Public limited Companies : 1 (One)</p> <p>Chairmanship of the Committee of the Board of Directors of other Public limited Companies : 1 (One)</p>

Note: * The Committee of the Board of Directors includes only Audit committee and Stakeholders Relationship committee as per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

Annexure C

Information pursuant to the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Director proposed to be re-appointed:

Name of Director	Mrs. Dipti Atul Mehta (DIN: 00112368)
Date of Birth	28 th October, 1966
Age as on 31 st March, 2019	52 years
Date of first appointment	12 th February, 2019
Qualification	B.COM, LL.B, F.C.S
Experience and Expertise	<p>CS Dipti Mehta brings in her expertise of over 24 years. Having Bachelors in Commerce as well as Law, her career started with being a CFO, Administrative Manager and Company Secretary of the Thane Electric Supply Company Limited, a listed Company for four years. She then went on to filling the roles of Company Secretary, Compliance Head and Finance Manager in the corporate world for 5 years. Her knowledge expands from corporate legal consultancy, companies act, FEMA, SEBI regulations, listing agreements, ESOP, buybacks, restructuring, due diligence, to winding up or closure of business, service taxes, labour laws and also Intellectual property rights including trademarks, patents, copy rights etc. Her dynamism and never-say-no attitude has lead her to be an Insolvency Professional.</p> <p>She has taken up the challenge of entering this new avenue and leading fellow Professionals by example. She is Member of Law Committee and Arbitration Committee of Indian Merchant Chamber (IMC) and Maharashtra State Council of CII and also a Member of National SME Council of CII. She is a firm believer in Woman Empowerment and has given speeches on Prevention of Sexual Harassment in the corporate world. She staunchly believes that productivity at workplace can be doubled if women are provided comfortable and warm atmosphere.</p>
Terms and conditions of re-appointment	There is no change in the terms and conditions relating to appointment of Mrs. Dipti Atul Mehta as a Director of the Company.
Remuneration sought and last drawn	As mentioned in the Report on Corporate Governance.
Shareholding in the Company as on 31 st March, 2019	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	N.A
No. of Board Meetings attended during the financial year 2018-19	2 (Two)
Directorships held in other public Limited Companies including other Listed Companies	NIL
Chairmanship/ Membership of the Committee of Board of Directors of the Company*	NIL
Chairmanship/ Membership of the Committee of the Board of Directors of other Public limited Companies*	NIL

Note: * The Committee of the Board of Directors includes only Audit committee and Stakeholders Relationship committee as per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

Annexure D

Information pursuant to the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Director proposed to be re-appointed:

Name of Director	Mr. Kamleshbhai B. Patel (DIN: 00229700)
Date of Birth	20 th September, 1970
Age as on 31 st March, 2019	48 years
Date of first appointment	30 th September, 2002
Qualification	Bachelor in Business Administration
Experience and Expertise	Mr. Kamleshbhai B. Patel, a Bachelor in Business Administration from Sardar Patel University, have been the Chairman and Managing Director of our Company and has more than 21 years of experience in the tiles industry. He started his career with Kedia Cera Tile Pvt. Ltd. in the year 1993, as a Director. In 1996, he promoted Kedia Industries, a partnership concern involved in the manufacturing of wall tiles. Subsequently, in 1999, he promoted Asian Tiles Limited with other promoters. In 2003, he along with other promoters foresaw an opportunity of Vitrified tiles and started plant at Himmatnagar for manufacturing the same.
Terms and conditions of re-appointment	There is no change in the terms and conditions relating to appointment of Mr. Kamleshbhai B. Patel as a Director of the Company.
Remuneration sought and last drawn	As mentioned in the Report on Corporate Governance.
Shareholding in the Company as on 31 st March, 2019	35,64,555 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	N.A
No. of Board Meetings attended during the financial year 2018-19	6 (Six)
Directorships held in other public Limited Companies including other Listed Companies	2 (Two)
Chairmanship/ Membership of the Committee of Board of Directors of the Company*	Chairmanship of the Committee of Board of Directors of the Company : NIL Membership of the Committee of Board of Directors of the Company: 2 (Two) i.e. Audit Committee and Stakeholders Relationship Committee
Chairmanship/ Membership of the Committee of the Board of Directors of other Public limited Companies*	NIL

Note: * The Committee of the Board of Directors includes only Audit committee and Stakeholders Relationship committee as per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

- Requisite Information required to be provided to shareholders of the Company pursuant to Schedule V of the Companies Act, 2013:

I. General Information:				
(1) Nature of industry	Ceramic Industry			
(2) Date or expected date of commencement of commercial production	Commercial Operations commenced in the year 1995			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A			
(4) Financial performance based on given indicators	Year ending 31 st March	Sales (₹ In lakhs)	PBT (₹ In lakhs)	PAT (₹ In lakhs)
	2016-17	99,511.23	4,662.39	3,169.89
	2017-18	1,01,388.92	5,065.75	3,298.18
	2018-19	1,00,509.91	1,204.11	730.64
(5) Foreign investments or collaborations, if any.	Holdings of Foreign NRI-Individuals, Body Corporates, others, Foreign Institutional Investors etc. are as described in the Shareholding pattern of the Company as a part of the Directors' Report. The Company has no foreign collaborators as on date.			
II. Information about the appointee:				
(1) Background details	Mr. Kamleshbhai B. Patel, a Bachelor in Business Administration from Sardar Patel University, have been the Chairman and Managing Director of our Company and has more than 21 years of experience in the tiles industry. He started his career with Kedia Cera Tile Pvt. Ltd. in the year 1993, as a Director. In 1996, he promoted Kedia Industries, a partnership concern involved in the manufacturing of wall tiles. Subsequently, in 1999, he promoted Asian Tiles Limited with other promoters. In 2003, he along with other promoters foresaw an opportunity of Vitrified tiles and started plant at Himmatnagar for manufacturing the same.			
(2) Past remuneration	Year ending 31 st March	Remuneration paid (in ₹)		
	2016-17	26,64,000		
	2017-18	34,56,000		
	2018-19	41,38,200		
(3) Recognition or awards	Mr. Kamleshbhai B. Patel had been a Director of the ICCTAS.			
(4) Job profile and his suitability	To provide vision, guidance and direction for long term growth and overall management control and to formulate plans and strategy for continuance performance & growth of the Company. Mr. Kamleshbhai B. Patel is entrusted with the substantial power and authorities to manage the affairs of the Company. Mr. Kamleshbhai B. Patel, the Chairman and Managing Director, shall devote his whole-time attention to the business and affairs of the Company and carryout such duties as may be entrusted to him from time to time by the Board of Directors of the Company ("the Board") and exercise such powers as assigned to him by the Board under the superintendence, control and direction of the Board in the best interest of the Company. The Board is of the opinion that Mr. Kamleshbhai B. Patel possesses in depth understanding and knowledge of the Ceramic Industry and leadership skills, he is therefore ideally suited for the job.			

(5) Remuneration proposed	<p>(A) MONTHLY SALARY: ₹2,00,000 – ₹10,00,000 p.m.</p> <p>The Chairman & Managing Director shall also be entitled to:</p> <ol style="list-style-type: none"> I. Group Medical Claim Policy: Entitled for individual with corporate benefit. II. Personal Accident Insurance: The Company will take Personal Accident Insurance of Director. III. Provident fund and superannuation: Company's contribution towards provident fund and the pension's fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity shall be paid as per Company's rule and will not be included in the computation of the ceiling on perquisites. IV. Corporate mobile Plan. V. The Company shall reimburse actual traveling expenses incurred by the Managing Director in connection with the Company's business.
(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Compared to the remuneration with respect to the Industry, Companies of similar size as that of the Company and persons holding similar position, the remuneration proposed to be paid to Mr. Kamleshbhai B. Patel as the Chairman and Managing Director is not adequate. Remuneration for a person of his caliber and position should generally be higher than what is being paid to him.</p>
(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	<p>Mr. Kamleshbhai B. Patel holds 35,64,555 Equity Shares, constituting 11.85 % of the paid up Equity Share Capital of the Company as on 31st March, 2019 and belongs to promoters' group having control over the management of the Company.</p> <p>The Managing Director has no other pecuniary relationship directly or indirectly with the Company or with any of the managerial personnel of the Company, except to the extent of remuneration and other employment benefits being paid to him as a Chairman and Managing Director of the Company and the holdings in the Company held by him and his relatives and associates or held by the Company(ies), Firm(s) and Trust(s), in which he is interested as a Director, member, partner and trustee and further to the extent of dividend, if any, declared and paid by the Company on their respective holdings and such other benefits arising out of such Shareholdings, as a Chairman and Managing Director.</p>

III. Other information:	
(1) Reasons of loss or inadequate profits	Margins fall on account of pricing pressure, higher input and employee costs and sub dued demand compared to capacity addition in unorganized segment. These are the few of the concerns which resulted in lower single digit volume growth.
(2) Steps taken or proposed to be taken for improvement	The Management is taking necessary and adequate steps to improve workings and profitability of the Company. The management is constantly innovating portfolio and making it more aspirational to address the evolving needs of consumers. The Management have forayed into Sanitaryware business to offer complete bathroom solutions by leveraging last reach and brand equity. The management is confident that their foray into Sanitaryware segment will translate into rewarding opportunities in the coming years.
(3) Expected increase in productivity and profits in measurable terms	Steps, as aforesaid, being taken by the Company, would increase the productivity of the Company. The Company continues to undertake constant measures for improvement in its productivity and profits. The Management expects reasonable growth in business, gross revenue and profit of the Company. However it is difficult to predict profits in the measurable terms, in the present business scenario for the coming years.

Annexure E

Information pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Director proposed to be re-appointed:

Name of Director	Mr. Mukeshbhai J. Patel (DIN: 00406744)
Date of Birth	5 th September, 1968
Age as on 31 st March, 2019	50 years
Date of first appointment	30 th September, 2002
Qualification	B.Com
Experience and Expertise	Mr. Mukeshbhai J. Patel has been Managing Director of our Company and has more than 21 years of experience in the tiles industry. He started his carrier with Kedia Cera Tile Pvt. Ltd. in the year 1993, as a Director. In 1996, he promoted Kedia Industries, a partnership concern involved in the manufacturing of wall tiles. Subsequently, in 1999, he promoted Asian Tiles Limited with other promoters. In 2003, he along with other promoters foresaw an opportunity of Vitrified tiles and started plant at Himmatnagar for manufacturing the same.
Terms and conditions of re-appointment	There is no change in the terms and conditions relating to appointment of Mr. Mukeshbhai J. Patel as a Director of the Company.
Remuneration sought and last drawn	As mentioned in the Report on Corporate Governance
Shareholding in the Company as on 31 st March, 2019	21,60,011 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	Brother of Sureshbhai Patel, Director of Company
No. of Board Meetings attended during the financial year 2018-19	5 (Five)
Directorships held in other public Limited Companies including other Listed Companies	3(Three)
Chairmanship/ Membership of the Committee of Board of Directors of the Company*	NIL
Chairmanship/ Membership of the Committee of the Board of Directors of other Public limited Companies*	NIL

Note: * The Committee of the Board of Directors includes only Audit committee and Stakeholders Relationship committee as per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

- Information as required pursuant to Schedule V of the Companies Act, 2013:

I. General Information:				
(1) Nature of industry	Ceramic Industry			
(2) Date or expected date of commencement of commercial production	Commercial Operations commenced in the year 1995.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A			
(4) Financial performance based on given indicators	Year ending	Sales	PBT	PAT
	31 st March	(₹In lakhs)	(₹In lakhs)	(₹In lakhs)
	2016-17	99,511.23	4,662.39	3,169.89
	2017-18	1,01,388.92	5,065.75	3,298.18
	2018-19	1,00,509.91	1,204.11	730.64
(5) Foreign investments or collaborations, if any.	Holdings of Foreign NRI-Individuals, Body Corporates, others, Foreign Institutional Investors etc. are as described in the Shareholding pattern of the Company as a part of the Directors' Report.			
	The Company has no foreign collaborators as on date.			
II. Information about the appointee:				
(1) Background details	Mr. Mukeshbhai J. Patel has been Managing Director of our Company and has more than 21 years of experience in the tiles industry. He started his carrier with Kedia Cera Tile Pvt. Ltd. in the year 1993, as a Director. In 1996, he promoted Kedia Industries, a partnership concern involved in the manufacturing of wall tiles. Subsequently, in 1999, he promoted Asian Tiles Limited with other promoters. In 2003, he along with other promoters foresaw an opportunity of Vitrified tiles and started plant at Himmatnagar for manufacturing the same.			
(2) Past remuneration	Year ending 31 st March	Remuneration paid (in ₹)		
	2016-17	21,00,000		
	2017-18	26,40,000		
	2018-19	33,22,200		
(3) Recognition or awards	Mr. Mukeshbhai J. Patel is a Director of the ICCTAS.			
(4) Job profile and his suitability	To provide vision, guidance and direction for long term growth and overall management control and to formulate plans and strategy for continuance performance & growth of the Company.			
	Mr. Mukeshbhai J. Patel is entrusted with the substantial power and authorities to manage the affairs of the Company. Mr. Mukeshbhai J. Patel, the Managing Director, shall devote his whole-time attention to the business and affairs of the Company and carryout such duties as may be entrusted to him from time to time by the Board of Directors of the Company ("the Board") and exercise such powers as assigned to him by the Board under the superintendence, control and direction of the Board in the best interest of the Company.			
	The Board is of the opinion that Mr. Mukeshbhai J. Patel possesses in depth understanding and knowledge of the Ceramic Industry and leadership skills, he is therefore ideally suited for the job.			

<p>(5) Remuneration proposed</p>	<p>(A) MONTHLY SALARY: ₹1,60,000 – ₹7,37,500 p.m.</p> <p>The Managing Director shall also be entitled to the following perquisites and facilities:</p> <ol style="list-style-type: none"> I. Group Medical Claim Policy: Entitled for individual with corporate benefit. II. Personal Accident Insurance: The Company will take Personal Accident Insurance of Director. III. Provident fund and superannuation: Company's contribution towards provident fund and the pension's fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity shall be paid as per Company's rule and will not be included in the computation of the ceiling on perquisites. IV. Corporate mobile Plan. V. The Company shall reimburse actual traveling expenses incurred by the Managing Director in connection with the Company's business.
<p>(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</p>	<p>Compared to the remuneration with respect to the Industry, Companies of similar size as that of the Company and persons holding similar position, the remuneration proposed to be paid to Mr. Mukeshbhai J. Patel as the Managing Director is not adequate. Remuneration for a person of his caliber and position should generally be higher than what is being paid to him.</p>
<p>(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.</p>	<p>Mr. Mukeshbhai J. Patel holds 21,60,011 Equity Shares, constituting 7.18% of the paid up Equity Share Capital of the Company as on 31st March, 2019 and belongs to promoters' group having control over the management of the Company.</p> <p>The Managing Director has no other pecuniary relationship directly or indirectly with the Company or with any of the managerial personnel of the Company, except to the extent of remuneration and other employment benefits being paid to him as a Managing Director of the Company and the holdings in the Company held by him and his relatives and associates or held by the Company(ies), Firm(s) and Trust(s), in which he is interested as a Director, member, partner and trustee and further to the extent of dividend, if any, declared and paid by the Company on their respective holdings and such other benefits arising out of such Shareholdings, as a Managing Director.</p>

III. Other information:	
(1) Reasons of loss or inadequate profits	Margins fall on account of pricing pressure, higher input and employee costs and subdued demand compared to capacity addition in unorganized segment. These are the few of the concerns which resulted in lower single digit volume growth.
(2) Steps taken or proposed to be taken for improvement	The Management is taking necessary and adequate steps to improve workings and profitability of the Company. The management is constantly innovating portfolio and making it more aspirational to address the evolving needs of consumers. The Management have forayed into Sanitaryware business to offer complete bathroom solutions by leveraging last reach and brand equity. The management is confident that their foray into Sanitaryware segment will translate into rewarding opportunities in the coming years.
(3) Expected increase in productivity and profits in measurable terms	Steps, as aforesaid, being taken by the Company, would increase the productivity of the Company. The Company continues to undertake constant measures for improvement in its productivity and profits. The Management expects reasonable growth in business, gross revenue and profit of the Company. However it is difficult to predict profits in the measurable terms, in the present business scenario for the coming years.

- **Disclosure as a part of the Explanatory Statement in respect of Special Business No. 1 transacted at the Extra-ordinary General Meeting of the Company held on 5th April, 2019:** Pursuant to the BSE Approval letter dated 23rd April, 2019 vide Ref. No. DCS/PREF/BA/PRE/048/2018-19 and as per Regulation 163 (1) (i) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 regarding issue of 50,00,000 convertible warrants into Equity Shares of ₹ 10/- each on preferential basis, the Company hereby disclose that neither the issuer nor any of its promoters or Directors is a wilful defaulter.

Registered Office & Corporate Office:
202, Dev Arc, Opp. Iskon Temple,
S. G. Highway,
Ahmedabad – 380 015

By Order of the Board
For **Asian Granito India Limited**

Date: 31st August, 2019
Place: Ahmedabad

Renuka A. Upadhyay
DY. GM (Legal & Secretarial)



ASIAN GRANITO INDIA LIMITED

CIN: L17110GJ1995PLC027025

Registered Office: 202, Dev Arc, Opp. Iscon Temple, S. G. Highway, Ahmedabad - 380015

Phone: 91 79 66125500/698 Fax: 91 79 66125600/66058672

E-mail: info@aglasiangranito.com Website: www.aglasiangranito.com



ATTENDANCE SLIP

This attendance slip dully filled in is to be handed over at the entrance of the meeting hall.

DP ID**	REGD. FOLIO NO.
CLIENT ID	NO. OF SHARES HELD

Full name of the member attending

Full name of the first joint-holder

(To be filled in if first named joint-holder does not attend the meeting)

Name of Proxy

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the **24th ANNUAL GENERAL MEETING** being held at AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 on **Monday, 30th September, 2019 at 11:00 a.m.**

.....
Member's / Proxy's Signature
(To be signed at the time of handing over this slip)

** Applicable to the members whose shares are held in dematerialized form.

1. Only Member/Proxy holder can attend the Meeting.
2. Electronic copy of the Annual Report for 2019 and Notice of the Annual general meeting (AGM) along with Attendance Slip and Proxy Form are being sent to the members whose email address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving the electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.



ASIAN GRANITO INDIA LIMITED

CIN: L17110GJ1995PLC027025

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E-mail: info@aglasiangranito.com Website: www.aglasiangranito.com



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. / Client ID No. : DP ID No.

I / We, being the member(s) of Shares of Asian Granito India Limited, hereby appoint

1. Name: E-mail Id:

Address:

..... Signature:or failing him

2. Name: E-mail Id:

Address:

..... Signature:or failing him

3. Name: E-mail Id:

Address:

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 11:00 a.m at AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Option	
		For	Against
Ordinary Businesses			
1	Adoption of Financial Statements		
2	Declaration of Dividend		
3	To appoint a Director in place of Mr. Bhaveshbhai V. Patel (DIN: 03382527), Director, who retires by rotation, and being eligible, offers himself for re-appointment.		
Special Businesses			
4	Appointment of Statutory Auditor to fill the Casual Vacancy		
5	Appointment of Mr. Mukesh M. Shah as an Independent Director		
6	Appointment of Mrs. Dipti Atul Mehta as an Independent Director		
7	Re-appointment of Mr. Kamleshbhai B. Patel as a Chairman and Managing Director		
8	Re-appointment of Mr. Mukeshbhai J. Patel as a Managing Director		

Signed this day of 2019

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 24th Annual General Meeting.
3. 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.

**ROUTE MAP OF 24TH AGM:
AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015**



Corporate Information

BOARD OF DIRECTORS

Mr. Kamleshbhai Patel

Chairman and Managing Director

Mr. Mukeshbhai Patel

Managing Director

Mr. Sureshbhai Patel

Executive Director

Mr. Bhaveshbhai Patel

Executive Director

Mr. Kanubhai Patel

Executive Director

Mr. Bhogibhai Patel

Executive Director

Mr. Hemendrakumar Shah

Independent Director

Mr. Mukesh Shah

Independent Director

Ms. Dipti Mehta

Independent Director

Mr. Amrutbhai Patel

Independent Director

Mr. Premjibhai Chaudhari

Independent Director

Dr. Indira Nityanandam

Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Kalidas Jivabhai Patel

Chief Financial Officer

Mrs. Renuka A. Upadhyay

Company Secretary and Compliance Officer

AUDIT COMMITTEE

Mr. Hemendrakumar Shah

Chairman

Mr. Premjibhai Chaudhari

Member

Mr. Kamleshbhai Patel

Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Mukesh Shah

Chairman

Mr. Hemendrakumar Shah

Member

Mr. Amrutbhai Patel

Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Dr. Indira Nityanandam

Chairperson

Mr. Kamleshbhai Patel

Member

Mr. Amrutbhai Patel

Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Kamleshbhai Patel

Chairman

Mr. Mukeshbhai Patel

Member

Dr. Indira Nityanandam

Member

BANKERS

State Bank of India

HDFC Bank

IndusInd Bank

REGISTERED & CORPORATE OFFICE

202, Dev Arc, Opp. Iskcon Temple,
S.G. Highway, Ahmedabad - 380 015

Tel: 079 66125500/698

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E-mail: info@aglasiangranito.com

Website: www.aglasiangranito.com

CIN: L17110GJ1995PLC027025

PLANTS

1. Ceramic Zone, Katwad Road, At & Po Dalpur,
Taluka Prantij - 383 120, Dist.: Sabarkantha
2. Plot No. 767, Nr. JTI, Kheda - Dholka Highway,
Village: Radhu, Dist: Kheda
3. Behind Sardar Plant, Idar - 383 430,
Dist.: Sabarkantha

REGISTRAR & SHARE TRANSFER AGENT

Link Intime (India) Private Limited
506-508, Amarnath Business Centre-1 (ABC-1),

Besides Gala Business Centre,

Near St. Xavier's College Corner

Off C G Road, Ellis bridge

Ahmedabad - 380 006

Tel: +91 79 26465179/86/87

E-mail: ahmedabad@linkintime.co.in

Website: www.linkintime.co.in

SCRIP CODE

BSE CODE: 532888

NSE CODE: ASIANTILES

ISIN: INE022I01019

STATUTORY AUDITORS

M/s. Manubhai & Shah LLP

Chartered Accountants

SECRETARIAL AUDITORS

M/s. Shilpi Thapar and Associates

Company Secretaries



Asian Granito India Ltd.

— Beautiful Life —

Regd. & Corp. Office:

202, Dev Arc, Opp. Iskcon Temple,
S.G. Highway, Ahmedabad - 380 015,
Gujarat (India)

Phone: +91 79 6612 5500 / 698

Fax: +91 79 6612 5600 / 6605 8672

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