ASIAN GRANITO INDIA LIMITED

ASIAN GRANITO INDIA Limited (our "**Company**" or "**Issuer**") was originally incorporated as ***"Karnavati Fincap Private Limited"***, as a private limited company under the Companies Act, 1956, in the state of Gujarat, pursuant to certificate of incorporation dated August 08, 1995, issued by the Registrar of Companies, Gujarat ("**RoC**"). Subsequently our company was converted into Public Limited Company and the name of our company was changed to ***"Karnavati Fincap Limited"*** pursuant to issuance of Fresh Certification of Incorporation dated August 29, 1995 by Registrar of Companies, Gujarat. The name of our Company was changed to ***"Panchariya Textile Industries Limited"*** pursuant to fresh certificate of incorporation consequent on change of name dated March 18, 1999, issued by the RoC. The name of our Company was further changed to ***"Vasudev Textile Industries Limited"*** pursuant to fresh certificate of incorporation consequent on change of name dated July 28, 2000, issued by the RoC. The name of our Company was further changed to its present name ***"Asian Granito India Limited"*** pursuant to a fresh certificate of incorporation pursuant to change of name dated November 25, 2002, issued by the RoC. For details of change of our name and address of registered office, see "***General Information***" on page 56.

Registered and Corporate Office: 202, Dev Arc, Opposite Iskon Tample, Ahmedabad, Gujarat – 380059, India
Contact Person: Ms. Dhruti Mahesh Trivedi, Company Secretary and Compliance Office
Telephone: +91 079 – 66125500 | **Email**: info@aglasiangranito.com | **Website**: www.aglasiangranito.com
Corporate Identity Number: L17110GJ1995PLC027025

OUR PROMOTERS

MR. KAMLESHKUMAR BHAGUBHAI PATEL, MR. MUKESHBHAI JIVABHAI PATEL, MR. RAMESHBHAI BHIKHABHAI PATEL AND MR. HASMUKHBHAI D PATEL.

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF ASIAN GRANITO INDIA LIMITED (OUR "COMPANY" OR "ISSUER") ONLY

ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("RIGHTS EQUITY SHARES") OF THE COMPANY FOR CASH AT A PRICE OF RS. [●] EACH INCLUDING A SECURITIES PREMIUM OF RS. [●] PER RIGHTS EQUITY SHARE ("ISSUE PRICE") NOT EXCEEDING RS. 22,500.00 LAKHS# ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] EQUITY SHARES FOR EVERY [●] FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS [●] (THE "ISSUE"). FOR FURTHER DETAILS, SEE "*TERMS OF THE ISSUE*" ON PAGE 289.

 # Assuming full subscription

WILFUL DEFAULTERS

Neither our Company, our Promoters nor our directors are categorized as wilful defaulters by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

GENERAL RISK

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can affordto take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Letter of Offer. Specific attention of investors is invited to the statement of "***Risk Factors***" on page 23 before making an investment in the Issue.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, and that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Draft Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares of our Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), and together with BSE "**StockExchanges**"). Our Company has received 'in-principle' approvals from the BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue *vide* their letters dated [●] and [●], respectively. Our Company will also make applications to the Stock Exchanges to obtain trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is NSE.

LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE
HOLANI CONSULTANTS PRIVATE LIMITED 401-405 & 416-418, 4th Floor, Soni Paris Point, Jai Singh Highway, Bani Park, Jaipur – 302016 **Tel.:** +91 0141-2203996 **Fax:** +91 0141-2201259 **Website:** www.holaniconsultants.co.in **Email:** ipo@holaniconsultants.co.in **Investor Grievance ID:** complaints.redressal@holaniconsultants.co.in **Contact Person:** Mr. Vipin Gupta **SEBI Registration No.:** INM000012467	**BOI MERCHANT BANKERS LIMITED** Star House 2, Plot No C-4, "G" Block, 1st Floor, Bandra Kurla Complex Bandra (E) Mumbai MH 400051 IN **Tel.:** +91 022-61312906 **Website:** www.boimb.com **Email:** info@boimb.com **Fax: NA** **Investor Grievance ID:** compliance@boimb.com **Contact Person:** Mr. Sanjay M. Phadke **SEBI Registration No.: INM000012201**	**LINK INTIME INDIA PRIVATE LIMITED** C-101, 1st Floor, 247 Park LBS Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India **Tel:** +91 022 – 49186200 **Fax:** +91 022 – 49186060 **Website:** www.linkintime.co.in **Email:** agl.rights@linkintime.co.in **Investor Grievance ID –** agl.rights@linkintime.co.in **Contact Person:** Mrs. Shanti Gopalkrishnan **SEBI Registration Number:** INR000004058

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON**
[●]	[●]	[●]

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

***Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

TABLE OF CONTENTS

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Letter of Offer but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in ***"Statement of Special Tax Benefits"*** and ***"Financial Statements"*** beginning on pages 76 and 153, respectively, shall have the meaning given to such terms in such sections.

Company Related Terms

Term	Description
"AGIL" or "Our Company" or "The company" or "The Issuer"	Asian Granito India Limited incorporated under the Companies Act 1956
"We", "us", or "our"	Unless the context otherwise requires, indicates or implies or unless otherwise specified, our company together with our Subsidiaries, on a consolidated basis
"Articles of Association" or "Articles"	The articles of association of our Company, as amended from time to time.
Audited Consolidated Financial Statements	The audited consolidated financial statements of our Company for the year ended March 31, 2020 which comprises the consolidated balance sheet as at March 31, 2020, 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 a summary of significant accounting policies and other explanatory information
"Board" or "Directors" "Board of Directors"	The directors on the board of our Company or a duly constituted committee thereof or its duly authorised individuals
"Chief Financial Officer / CFO"	Mr. Amarendra Kumar Gupta the Chief Financial Officer of our Company.
"Company Secretary and Compliance Officer"	Ms. Dhruti Mahesh Trivedi the Company Secretary and the Compliance Officer of our Company.
Chairman & Managing Director/ CMD	Mr. Kamleshkumar Bhagubhai Patel, Being Chairman and Managing Director of the company.
Director(s)	The directors(s) on the Board of our Company, as may be

	appointed from time to time.
Equity Shareholders	Holders of Equity Share(s), from time to time
Equity Shares	Equity Shares of face value of Rs.10/- each of our company.
Independent Director(s)	Independent Directors of our Company as defined in the Companies Act and the SEBI Listing Regulations.
ESOP Schemes	Asian Granito India Limited Employees Stock Option Scheme-2020
Key Management Personal/KMP	Key Management/ Management Personal of our Company in accordance with Regulation 2(1) (bb) of the SEBI ICDR Regulations and as described in ***"Our Management and Organizational Structure – Key Management Personal***" on page 152.
Memorandum of Association or Memorandum	The memorandum of association of our Company, as amended from time to time
Materiality Policy	A policy adopted by our Company, in the Board meeting held on May 31, 2021 for identification of material creditors and litigation(s) for the purpose of disclosure of the same in this Draft Letter of Offer
Material Subsidiary(s)	The Material subsidiaries of our Company identified in accordance with the SEBI Listing Regulations namely: **Crystal Ceramic Industries Private Limited** **Amazoone Ceramic Limited**
Materiality Threshold	Materiality threshold adopted by our Company in relation to the disclosure of outstanding civil litigation, including tax litigation, involving our Company and/or our Subsidiaries, where the amount involved is Rs. 6259.78 Lakhs (being 10% of the total revenue or 10% of the total net-worth of our company, whichever is lower as per Audited Consolidated Financial Statements)
Managing Director	Mr. Mukesh Bhai Jivabhai Patel, Being Managing Director of the company.
Promoter	The promoter of our Company, namely, Mr. Kamleshkumar Bhagubhai Patel, Mr. Mukeshbhai Jivabhai Patel, Mr. Rameshbhai Bhikhabhai Patel and Mr. Hasmukhbhai D Patel.
Promoter Group	The persons and entities forming part of the promoter group of the Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and which are disclosed by our Company to the Stock Exchanges from time to time
Registered and Corporate Office	202, Dev Arc Opposite Iskon Tample, Ahmedabad GJ 380059 IN
Registrar of Companies/ ROC	The Registrar of Companies, Gujarat at Ahmedabad.
Right Issue Committee	The committee of Board constituted through the Board Resolution dated July 14, 2021
Subsidiaries	Companies or body corporates constituting the subsidiaries of our Company as determined in terms of Section 2(87) of the Companies Act, in our case the subsidiaries and step-down subsidiaries of our company being: **Subsidiaries** Crystal Ceramic Industries Private Limited Amazoone Ceramics Limited AGL Global Trade Private Limited

	AGL Industries Limited **Step Down Subsidiary** Powergrace Industries Limited
Statutory Auditors	R.R.S. & Associates, Ahmedabad
Unaudited Consolidated June Financial Results	The limited review consolidated financial results of our Company as at and for the three months period ended June 30, 2021 which comprises the consolidated statement of profit and loss

Issue Related Terms

Term	Description
"Abridged Letter of Offer" or "ALOF"	Abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act, 2013
Additional Right Equity Shares	The Rights Equity Shares applied or allotted under this issue in addition to the Rights Entitlements.
"Allotment", "Allot" or "Allotted"	Allotment of Equity Shares pursuant to the Issue
Allotment Account(s)	The account(s) opened with the Banker(s) to this Issue, into which the Application Money lying credit to the Escrow Account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on theTransfer Date in accordance with Section 40(3) of the Companies Act, 2013
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, HDFC Bank Limited
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Investor who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allotment Date	Date on which the Allotment is made pursuant to this Issue
Allottee(s)	Person(s) who is Allotted Equity Shares pursuant to Allotment
"Applicant(s)" or"Investors"	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to apply or make an application for the Equity Shares pursuant to the Issue in terms of this Draft Letter of Offer
Application	Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website ofthe SCSBs (if made available by such SCSBs) under the ASBA process, or (ii) filling the onlineApplication Form available on R-WAP (instituted only for resident Investors, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their bestefforts), to subscribe to the Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application using the R-WAP or through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used

	by an Investor to make an application for the Allotment of Equity Shares in the Issue
Application Money	Aggregate amount payable in respect of the Equity Shares applied for in the Issue at the IssuePrice for the Application
"Application Supported by Blocked Amount" or"ASBA"	Application (whether physical or electronic) used by an ASBA Investor to make an applicationauthorizing the SCSB to block the Application Money in a the ASBA Account maintained withthe SCSB
ASBA Account	Account maintained with the SCSB and specified in the Application Form or the plain paper Application by the Applicant for blocking the amount mentioned in the Application Form or the plain paper Application
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011, SEBI circular bearing reference number CIR/CFD/DIL/12/2012 dated September 13, 2012, SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013 and SEBI circular bearing reference number CIR/CFD/DIL/4/2013 dated January 23, 2013
Banker(s) to the Issue	Collectively, the Escrow Collection Bank(s), the Allotment Account Bank(s) and the Refund Bank(s) to the Issue
Banker to the Issue Agreement	Agreement dated [●] amongst our Company, the Lead Managers, the Registrar to the Issue and the Banker(s) to the Issue for collection of the Application Money from Applicants/Investors making an application through the R-WAP facility, transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from AllotmentAccount to our Company and other persons and where applicable, refunds of the amounts collected from Applicants/Investors and providing such other facilities and services as specifiedin the agreement
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants in consultationwith the Designated Stock Exchange under this Issue, as described in ***"Terms of the Issue"*** beginning on page 289.
"Controlling Branches" or "Controlling Branches of the SCSBs"	Such branches of the SCSBs which co-ordinate with the Lead Managers, the Registrar to the Issue and the Stock Exchanges, a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
"Draft Letter of Offer" or "DLOF"	The Draft letter of offer filled with the Stock Exchanges.
Designated Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated Stock Exchange	National Stock Exchange of India Limited (NSE)
Eligible EquityShareholder(s)	Holder(s) of the Equity Shares of our Company as on the Record Date
Escrow Account(s)	One or more no-lien and non-interest-bearing accounts with the

	Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident Investors making an Application through the R-WAP facility
"Escrow Collection Bank", "Allotment AccountBank(s)" or "RefundBank(s)"	Bank(s) which are clearing members and registered with SEBI as banker to an issue and withwhom the Escrow Account will be opened, in this case being, [●].
IEPF	Investor Education and Protection Fund
Investor(s)	Eligible Equity Shareholder(s) of our Company on the Record Date, [●] and the Renouncee(s).
ISIN	International securities identification number
Issue	This issue of up to [●] Equity Shares for cash at a price Rs. [●] per Equity Share (including a premium of Rs. [●] per Equity Share) not exceeding Rs. 22,500 Lacs# on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Equity Share for every [●] fully paid-up Equity Shares held by the Eligible Equity Shareholders on the Record date that is on [●]. *#Assuming full subscription*
Issue Agreement	Agreement dated **August 20, 2021** entered into between our Company and the Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days,during which Applicants can submit their applications, in accordance with the SEBI ICDR Regulations
Issue Price	[●] per Equity Share
"Issue Proceeds" or "Gross Proceeds"	Gross proceeds of the Issue
Issue Size	Amount aggregating up to Rs. 22,500 Lacs# *#Assuming full subscription*
Lead Managers	Holani Consultants Private Limited and BOI Merchant Bankers Limited.
"Letter of Offer" or "LOF"	The final letter of offer to be filed with the Stock Exchanges and SEBI
Listing Agreement	The listing agreements entered into between our Company and the Stock Exchanges in termsof the SEBI Listing Regulations
Monitoring Agency	[●]
Monitoring Agency Agreement	Agreement dated [●] between our Company and the Monitoring Agency in relation to monitoring of Net Proceeds
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application
Non ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders holding Equity Shares in physical form or who intend to renounce their Right Entitlement in part of full and Renouncees
Non-Institutional Bidders or	An Investor other than a Retail Individual Investor or Qualified

NIIs	Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, see ***"Objects of the Issue"*** beginning on page 67.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off-market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and otherapplicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before [●].
"Qualified Institutional Buyers" or "QIBs"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDRRegulations.
R-WAP	Registrar's web-based application platform accessible at www.linkintime.co.in, instituted as an optional mechanism in accordance with SEBI R-Wap Circulars. This platform is instituted only for resident Investors, in the event such Investors are not able to utilize the ASBA facility for making an application despite their best efforts.
R-WAP Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 6 Term Description for accessing/ submitting online Application Forms by resident Investors.
Record Date	Designated date for the purpose of determining the Eligible Equity Shareholders eligible toto apply or Equity Shares, being [●].
Retail Individual Bidders(s)/ Retail Individual Investor(s)/ RIB(s)/ RII(s)	An Individual Investor (including an HUF applying through Karta) who has applied for Rights Equity Shares and whose Application Money is not more than Rs. 200,000 in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.
"Registrar to the Issue" or "Registrar"	Link Intime India Private Limited
Registrar Agreement	Agreement dated **August 20, 2021** between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue, including in relation to the R-WAP facility.
Renouncee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements whichshall commence from the Issue Opening Date. Such period shall close on [●] in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is

	completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the IssueClosing Date
Rights Entitlement(s)	Number of Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to thenumber of Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being [●] Equity Shares for every [●] Fully paid-up Equity Shares held by an Eligible Equity Shareholder.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The RightsEntitlements are also accessible through the R-WAP and on the website of our Company.
SCSB(s)	Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Stock Exchanges	Stock exchanges where the Equity Shares are presently listed, being BSE and NSE
Transfer Date	The date on which the Application Money held in the Escrow Account and the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with theDesignated Stock Exchange.
Wilful Defaulter	Company or person, as the case may be, categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI.
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Ahmedabad are open for business. Further, in respect of Issue Period,working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Ahmedabad are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI

Business and Industry Related Terms

Term	Description
Vitrification	The process of converting a material into a glass-like amorphous solid which is free of any crystalline structure, either by the quick removal or addition of heat, or by mixing with an additive.
Slurry	Mixture of raw materials in liquified form
Glazing	Application of an impermeable glossy layer on tiles
Extrusion moulding	Shaping the plastic body by pushing at high pressure
Pressure moulding	Shaping with high hydraulic pressure
Silos	Storage tanks used for storing the dust
Dust Pressing	Pressing the powder at very high pressure to shape

Feeding	Sending the tiles into a kiln for firing
Firing	Firing the ceramic articles or tiles
Spray Dryer Chamber	Drying cabin
Green Tiles	Shaped and unfired tiles
Ball Mills	Metallic cylinder lined with rubber used for grinding
KVA	Kilo Volt Ampere
Double Charge Vitrified Tiles	It is one of type of Vitrified tiles in which design is made at the time of pressing stage.
Slip	It is the storage house for keeping the raw materials
Fettling	It is manufacturing process for rotation of tiles at the time of manufacturing.
Sedimentation tank	Tank where impurities of raw materials is separated.

Conventional and General Terms/Abbreviations

Terms	Description
"₹", "Rs.", "Rupees" or "INR"	Indian Rupees
Adjusted loans and advances	Adjustment in the nature of addition to the loans and advances made in relation to certain loanswhich are treated as investments under Ind AS, but considered as loans by our Company
AY	Assessment year
BSE	Bombay Stock Exchange Limited
CFO	Chief Financial Officer
CS	Company Secretary
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
COCO	Company Owned and Company Operated
Companies Act, 1956	Erstwhile Companies Act, 1956 along with the rules made thereunder
Companies Act, 2013	Companies Act, 2013 along with the rules made thereunder
COVID-19	A public health emergency of international concern as declared by the World HealthOrganization on January 30, 2020 and a pandemic on March 11, 2020
CrPC	Code of Criminal Procedure, 1973
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act
DP ID	Depository participant's identification
DIN	Director Identification Number
EBITDA	Profit/(loss) after tax for the year adjusted for income tax expense, finance costs, depreciationand amortisation expense, as presented in the statement of profit and loss
EGM	Extraordinary general meeting
AGM	Annual General Meeting

N.A. or NA	Not Applicable
w.e.f	With effect from
EPS	Earnings per Equity Share
CSR	Corporate Social Responsibility
FCNR Account	Foreign currency non-resident account
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Financial Year", "FiscalYear" or "Fiscal"	Period of 12 months ended March 31 of that particular year, unless otherwise stated
FIR	First information report
FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the FugitiveEconomic Offenders Act, 2018
GAAP	Generally accepted accounting principles
GDP	Gross domestic product
"GoI" or "Government"	Government of India
GST	Goods and Service Tax
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
Income Tax Act	Income-Tax Act, 1961
Ind AS	Indian accounting standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended
IFRS	International Financial Reporting Standards
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
MCA	Ministry of Corporate Affairs
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds)Regulations, 1996
Net Worth	Aggregate of Equity Share capital and other equity
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning asascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA

PAN	Permanent account number
PAT	Profit after tax
QP	Qualified purchaser as defined in the U.S. Investment Company Act
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies, Ahmedabad, Gujarat
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2018
STT	Securities transaction tax
Supreme Court	Supreme Court of India
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)Regulations, 2011
Total Borrowings	Aggregate of debt securities, borrowings (other than debt securities) and subordinated liabilities
UPI	Unified Payments Interface
"U.S.$", "USD" or "U.S. dollar"	United States Dollar, the legal currency of the United States of America
U.S. Investment CompanyAct	Investment Company Act of 1940, as amended
U.S. Person	U.S. persons as defined in Regulation S under the U.S. Securities Act or acting for the account or benefit of U.S. persons (not relying on Rule 902(k)(1)(viii)(B) or Rule 902(k)(2)(i) of Regulation S)
U.S. QIB	Qualified institutional buyer as defined in Rule 144A under the U.S. Securities Act
"USA", "U.S." or "United States"	United States of America
U.S. SEC	U.S. Securities and Exchange Commission
U.S. Securities Act	U.S. Securities Act of 1933, as amended

NOTICE TO INVESTORS

The distribution of this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, anyother offering material and the issue of Rights Entitlement and the Equity Shares on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter may come, are required to inform themselves about and observe such restrictions. For details, see "***Restriction on foreign ownership of Indian Securities***" beginning on page 324.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible EquityShareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sentonly to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address andwho have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, theLetter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of our Company, the Registrar, the Lead Managers, the Stock Exchanges and on R-WAP.

Our Company, the Lead Managers, and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlement and the Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the RightsEntitlement Letter, the Application Form or any offering materials or advertisements in connection with the Issue may not be distributed, whole or in part, in or into in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form(including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction orin any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom itis unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter ofOffer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for subscription to Equity Shares and should not be copied or re-distributed. Accordingly, persons receiving a copyof this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer or the Application Form or the Rights Entitlement Letter in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates or the Lead Managers or their respective affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or bytheir agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form.

Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemedto have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates or the Lead Managers or their respective affiliates to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in "***Restriction on foreign ownership of Indian Securities***" beginning on page 324.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States andis a non-U.S. Person and in each case such person is eligible to subscribe for the Equity Shares under applicable securities lawsand is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

Neither the receipt of this Letter of Offer nor any sale of Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or the date of such information.

The contents of this Letter of Offer should not be construed as legal, tax, business, financial or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of EquityShares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as tothe legal, business, tax and related matters concerning the offer of the Equity Shares or Rights Entitlements. In addition, neither our Company nor the Lead Managers or its affiliates are making any representation to any offeree or purchaser of the Equity Shares regarding the legality of an investment in the Rights Entitlements or the Equity Shares by such offeree or purchaser under any applicable laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**U.S. SECURITIES ACT**") AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S ("**REGULATION S**") UNDER THE U.S. SECURITIES ACT, EXCEPT FOR THESE PURPOSES, U.S. PERSONS INCLUDE PERSONS WHO WOULD OTHERWISE HAVE BEEN EXCLUDED FROM SUCH TERM SOLELY BY VIRTUE OF RULE 902(K)(1)(VIII)(B) OR RULE 902(K)(2)(I) ("**U.S. PERSONS**") EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS.ACCORDINGLY, THE RIGHTS ENTITLEMENTS (INCLUDING THEIR CREDIT) AND THE EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD (I) WITHIN THE UNITED STATES OR TO U.S. PERSONS THAT ARE "QUALIFIED INSTITUTIONAL BUYERS" (AS DEFINED IN RULE 144A UNDER THE U.S. SECURITIES ACT ("**RULE 144A**") AND REFERRED TO IN THIS LETTER OF OFFER AS "**U.S. QIBs**") PURSUANT TO THE PRIVATE PLACEMENT EXEMPTION SET OUT IN SECTION 4(A)(2) OF THE U.S. SECURITIES ACT, THAT ARE ALSO "QUALIFIED PURCHASERS" ("**QPs**") (AS DEFINED UNDER THE UNITED STATES INVESTMENT COMPANY ACT OF 1940, AS AMENDED, THE "**U.S. INVESTMENT COMPANY ACT**") IN RELIANCE UPON SECTION 3(C)(7) OF THE U.S. INVESTMENT COMPANY ACT AND (II) OUTSIDE THE UNITED STATES TO NON-U.S. PERSONS IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATIONS UNDER THE U.S. SECURITIES ACT AND THE APPLICABLE LAWS OF THE JURISDICTION WHERE THOSE OFFERS AND SALES OCCUR. OUR COMPANY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. INVESTMENT COMPANY ACT AND INVESTORSWILL NOT BE ENTITLED TO THE BENEFITS OF THE U.S. INVESTMENT COMPANY ACT. THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES MAY NOT BE RE-OFFERED, RE-SOLD, PLEDGED OR OTHERWISETRANSFERRED EXCEPT IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH REGULATION S TO A PERSON OUTSIDE THE UNITED STATES AND NOT REASONABLY KNOWN BY THE TRANSFEROR TO BE A U.S. PERSON BY PRE-ARRANGEMENT OR OTHERWISE (INCLUDING, FOR THE AVOIDANCE OF DOUBT, A BONA FIDE SALE ON THE STOCK EXCHANGES).

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Letter of Offer, that (i) it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is a non-U.S. Person, or (ii) a U.S. QIB in the United States who is also, a QP, and in each case is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

All offers and sales in the United States of the Rights Entitlements and the Equity Shares have been, or will be, made solely byour Company. The Lead Managers are not making, and will not make, and will not participate or otherwise be involved in anyoffers or sales of the Rights Entitlements, the Equity Shares or any other security with respect to this Issue in the United States.

The Rights Entitlements and the Equity Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission (the "**US SEC**")**,** any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the EquityShares or the accuracy or adequacy of this Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letterof Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

CERTAIN CONVENTIONS

In this Draft Letter of Offer, unless otherwise specified or context otherwise requires, references to 'US$', '$', 'USD' and 'U.S. dollars' are to the legal currency of the United States of America, and references to 'INR', 'Rs.', 'Rs.', 'Indian Rupees' and 'Rupees' are to the legal currency of India. All references herein to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to 'India' are to the Republic of India and its territories and possessions and the references herein to 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

FINANCIAL DATA

Unless otherwise stated, references to "we", "us", "our" or "Company and its Subsidiaries" and similar terms are too Asian Granito India Limited on a consolidated basis and references to "the Company" and "our Company" are too Asian Granito India Limited on a standalone basis.

Unless stated otherwise, financial data in this Draft Letter of Offer is derived from the Audited Consolidated Financial Statements and Unaudited Consolidated June Financial Results which have been prepared by our Company in accordance with Indian accounting standards as specified under section 133 of the CompaniesAct, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended and are also included in this Letter of Offer. Our Company publishes its financial statements in Indian Rupees Lakhs. Further, our Company uses classification of NPA (stage 3 assets) based on expected credit loss methodology in accordance with Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

The fiscal year of our Company begins on April 1 of each calendar year and ends on March 31 of the following calendar year.Unless otherwise stated, references in this Draft Letter of Offer to a particular 'Financial Year' or 'Fiscal Year' or 'Fiscal' are to thefinancial year ended March 31.

In this Draft Letter of Offer, any discrepancies in the tables included herein between the amounts listed and the totals thereof are dueto rounding off. Certain figures in decimals have been rounded off and accordingly there may be consequential changes in this Draft Letter of Offer.

CURRENCY PRESENTATION

The amounts derived from financial statements included herein are represented in Rs. Lakhs, as presented in the Audited Consolidated Financial Statements and Unaudited Consolidated June Financial Results.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Unless stated otherwise, throughout this Draft Letter of Offer, all figures have been expressed in Lakhs.

MARKET AND INDUSTRY DATA

Information included in this Draft Letter of Offer regarding market position, growth rates and other industry data pertaining to our businesses consists of estimates based on data reports compiled by government bodies, professional organizations and analysts, data from other external sources and knowledge of the markets in which we operate. Unless stated otherwise, statistical information included in this Draft Letter of Offer pertaining to the various sectors in which we operate has been obtained or derivedfrom publicly available information, including industry and government sources.

Industry publications generally state that the information that they contain has been obtained from sources believed to be reliablebut that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decision should be made on the basis of such information.

This information is subject to change and cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, and thus we have relied on internally developed estimates.

Neither our Company, nor the Lead Managers have independently verified this data, and neither does our Company nor the Lead Managers make any representation regarding the accuracy of such data. Similarly, while our Company believes its internal estimates to be reasonable, such estimates have not been verified by any independent sources and accordingly, neither our Company, nor the Lead Managers can assure the prospective investors as to their accuracy.

The extent to which the market and industry data used in this Draft Letter of Offer is meaningful is dependent on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "***Risk Factors***" beginning on page 23. Accordingly, investors should not place undue reliance on this information.

CONVERSION RATES FOR FOREIGN CURRENCY

The conversion rate for the following foreign currency is as follows:

(Amt. in Rs.)

S.No.	Name of the Currency	As of June 30, 2021	As of March 31, 2021	As of March 31, 2020
1.	1 United States Dollar	74.3456	73.5047	75.3859

(Source: www.fbil.org.in.)

Such conversion should not be considered as a representation that such currency amounts have been, could have been or canbe converted into Rupees (Rs.) at any particular rate, the rates stated above or at all.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Draft Letter of Offer that are not statements of historical fact constitute 'forward-looking statements. Investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'will', 'would', 'future', 'forecast', 'target', or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward- looking statements. These forward-looking statements include statements as to our business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements and any projections contained in this Draft Letter of Offer (whether made by our Company or third parties) are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause our actual results, performances and achievements to be materially different from any of the forward- looking statements include, but are not limited to, the following:

- Uncertainty of the continuing impact of the COVID-19 pandemic on our business and operations;
- Any adverse changes in central or state government policies;
- Any qualifications or other observations made by our future statutory auditors which may affect our resultsof operations;
- Loss of one or more of our key customers and/or suppliers;
- An increase in the productivity and overall efficiency of our competitors;
- Any adverse development that may affect the operations of our manufacturing units;
- Our ability to maintain and enhance our brand image;
- Our reliance on third party suppliers for our products;
- General economic and business conditions in the markets in which we operate and in the local, regional andnational economies;
- Changes in technology and our ability to manage any disruption or failure of our technology systems;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interestrate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equityprices or other rates or prices;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which we are involved;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Our ability to compete effectively, particularly in new markets and businesses;
- Changes in foreign exchange rates or other rates or prices;
- Inability to collect our dues and receivables from, or invoice our unbilled services to, our

customers, ourresults of operations;

- Other factors beyond our control;
- Our ability to manage risks that arise from these factors;
- Conflict of interest with our Subsidiary, Individual Promoter and other related parties;
- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Termination of customer/works contracts without cause and with little or no notice or penalty; and
- Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or noncompliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects.

Additional factors that could cause actual results, performance or achievements of our Company to differ materially include, but are not limited to, those discussed under "***Risk Factors***" and "***Our Business***" beginning on pages 23 and 110 respectively.

By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on our revenue could materially differ from those that have been estimated, expressed or implied by such forward looking statements or other projections. The forward-looking statements contained in this Draft Letter of Offer are based on the beliefs of management, as well as the assumptions made by, and information currently available to, the management of our Company. Although our Company believes that the expectations reflected in suchforward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Letter of Offer or the respective dates indicated in this Draft Letter of Offer and neither our Company nor the Lead Managers undertake any obligation to update or revise any of them, whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward-looking statements or otherwise. If any of these risks and uncertainties materialise, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Companyare expressly qualified in their entirety by reference to these cautionary statements.

SUMMARY OF DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including, "***Objects of the Issue***", "***Our Business***", "***Outstanding Litigation and Defaults***" and "***Risk Factors***" beginning on pages 67, 110, 269 and 23, respectively.

SUMMARY OF INDUSTRY

Tiles have been used as paving or cladding material since ancient times. Technological advances in the tile manufacturing industry have, however, revolutionized the manner of production of ceramic tiles. Such technological advances have lowered the cost of and reduced the time involved in the production of ceramic tiles in addition to making it less labour intensive. Factors such as these have resulted in tiles becoming a more affordable commodity.

For further Details, please refer to the chapter titled "**Our Industry**" at page 91 of this Draft Letter of offer.

SUMMARY OF BUSINESS

Our Company is leading its path towards manufacturing various types of tiles, offering a wide spectrum of manufacturing, sub-contract manufacturing, marketing and distribution related activities under a single roof. Our Company is engaged in the business of manufacturing tiles, vitrified and ceramic, and cater to an extensive gamut of consumers through a vast range of products at various price points including polished, double charged, glazed, unglazed, rustic, matt, homogenous and non-homogeneous body, etc., which are manufactured through ultra-modern high-end technology along with tailor-made designs customized according to the client requirements.

Recently, our Company has also stepped in the business of bath-ware range to increase its product portfolio and strengthen the domestic and international markets reach. Company manufactures most of the products on contractual basis and imports some of the products.

For further Details, please refer to the chapter titled "***Our Business***" at page 110 of this Draft Letter of offer.

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds from the Issue towards funding of the following objects:

(Rs. In Lakhs)

S.No.	Purpose	Estimated Amount*
1	Part repayment / Pre-payment of certain secured loans availed from lenders	8,000.00
2	To meet working capital requirements	[●]
3	General corporate expenses*	[●]
	Total **	**[●]**

** Subject to the finalization of the Basis of Allotment and the Allotment. The amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall general corporate purposes exceed 25% of the Net Proceeds.*

*** Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.*

For further Details, please refer to the chapter titled *"**Objects of the Issue**"* at page 67 of this Draft Letter of offer.

INTENTION AND EXTENT OF PARTICIPATION BY OUR PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group have, vide their letters (the "Subscription Letters") undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations.

The additional subscription by the promoters shall be made subject to such additional subscription not resulting in the minimum public shareholding of the issuer falling below the level prescribed in LODR/ SCRR. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

The Lead Managers and its respective associates (determined as per the definition of 'associate company' under the Companies Act, 2013 and as per definition of the term 'associate' under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares as on the date of this Draft letter of Offer.

SUMMARY OF OUTSTANDING LITIGATION AND DEFAULTS

Summary of outstanding legal proceedings involving our company and its subsidiaries as on the date of this Draft Letter of offer is set our below:

Litigation involving our Company

(Rs. in Lakhs)

Type of Proceeding	No. of cases	Amount involved, to the extent quantifiable / determinable
Economic Offences Proceeding	1	473.51
Material Civil Proceedings[1]	56	715.79
Criminal Proceedings	467	5,177.13
Taxation Proceedings[2]	28	8,941.09

1. *Material Civil Proceedings include 9 consumer disputes and 3 employment related matters pending against the Company and the amount is less than the materiality threshold. Civil Proceedings also include 1 trademark related case against the Company, the amount of which cannot be determine as on the date of this Draft letter of Offer.*
2. *Taxation Proceedings include direct and indirect tax proceedings and this further include certain cases where the amount is not determinable as on the date of this Draft letter of Offer.*

Litigation involving our Subsidiaries

(Rs. in Lakhs)

Type of Proceeding	No. of cases	Amount involved, to the extent quantifiable / determinable
Material Civil Proceedings[3]	26	283.69
Criminal Proceedings	51	210.88
Taxation Proceedings[4]	17	1428.11

3. *Material Civil Proceedings includes one Winding up petition of our Material Subsidiary Crystal Ceramic Industries Pvt Ltd filed by one of Creditors of subsidiary before the Honorable High Court of Gujarat on ground of unable to pay debt of Rs.56.60 Lacs*
4. *Taxation Proceedings includes direct tax proceedings for the assessment year 2013-14 to 2017-18 at various forums involving amounts to the tune of Rs.3038.52 Lacs. The demands if any under these matters is not determinable at the time of filing this draft letter of offer.*

For further Details, please refer to the chapter titled "***Outstanding Litigation and Defaults***" at page 269 of this Draft Letter of offer.

RISK FACTORS

For details see "***Risk Factors***" beginning on page 23 of this Draft Letter of Offer.

CONTINGENT LIABILITIES

For details regarding our contingent liabilities as per Ind AS 37 for Financial Year 2021, see "***Financial Statements***" beginning on page 153 of this Draft Letter of Offer.

RELATED PARTY TRANSACTION

For details regarding our related party transactions as per Ind AS 24 entered into by our company for Financial Year ended March 31, 2021, see *"**Financial Statements**"* beginning on page 153 of this Draft Letter of Offer.

ISSUE OF EQUITY SHARES OTHER THAN CASH

Our company has not issued any Equity Shares during the last one year from the Date of this Draft Letter of Offer for consideration other than cash.

SECTION II: RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider each of the following risk factors and all other information set forth in this Draft Letter of Offer, including in ***"Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements"*** before making an investment in our Equity Shares.

The risks and uncertainties described below are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition, results of operations and cash flows. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, financial condition and results of operations could suffer, the trading price of, and the value of your investment in, our Equity Shares could decline and you may lose all or part of your investment. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of increasing many of the other risks described in this section, such as those relating to non-payment or default by borrowers. In making an investment decision with respect to this Issue, you must rely on your own examination of our Company and the terms of this Issue, including the merits and risks involved. You should consult your tax, financial and legal advisors about the consequences to you of an investment in our Equity Shares.

This Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context otherwise requires, in this section, reference to "we", "us" "our" refers to our Company together with our Subsidiaries, on a consolidated basis.

INTERNAL RISKS

1. ***The impact of the COVID-19 pandemic on our business and operations is uncertain and cannot be predicted.***

The world Health Organization (WHO) declared the 2019 novel coronavirus ("COVID-19") outbreak a public health emergency of international concern on January 30, 2020, a pandemic on March 11, 2020. Governments and municipalities around the world instituted measures to control the spread of COVID-19, including quarantines, shelter in-place orders, closure of schools, travel restrictions, and closure of non-essential businesses. The COVID-19 pandemic has caused an economic downturn on a global scale, including closure of many businesses and reduced consumer spending, as well as significant market disruption and volatility.

A number of governments and organizations have revised GDP growth forecasts for calendar year 2020 downward in response to the economic slowdown caused by the spread of COVID-19.

The Government of India initially announced a 21-day country-wide lockdown starting on March 25, 2020, which was further extended in several phases with certain modifications and relaxations and there can be no assurance that such lockdowns will not be extended further on one or more occasions. Financial markets were volatile during the Financial Year 2020 due to domestic economic slowdown, concerns on fiscal slippage and geopolitical tensions. Weaknesses in overall economic activity also put pressure on business growth of our company. The spread of COVID-19 in March 2020, further increased the uncertainties for the Housing Sector. While various parts of the world, including India, have commenced calibrated easing of lockdown measures, the effects of the eventual outcome remain uncertain and contingent on the future path of the pandemic and the effectiveness of the measures to counter it

The Spread of Second Wave of Coronavirus in the month of April and May 2021 was most devastating and millions of people of India were under its net. There was complete chaos and deaths of millions of persons due to shortage of Oxygen and ICU Beds have led to complete closure of business and commercial activities in India. Many States in India imposed Strict lockdowns and people were again sitting in homes to counter this virus.

The lockdown did not halt operations within our factories as State Government allowed running of factory with certain restrictions and protocols. Thus, the factories were running at 70% - 90% capacity after lockdown. However, the retail sales were hampered and large quantities of export and domestic finished goods was stored at our warehouses. We faced increased inventory levels during the first two months of the pandemic. Additionally, due to lock down in metro cities demand for marble and quartz in domestic market dipped which has now started to improve. International market has continued to stay robust with respect to demand.

Any further wave of Coronavirus in the country will affect our sales and profitability. Although we did not achieve the growth and profits as projected during the first quarter of FY 2021-22 but our Company managed to take proactive steps to ensure that the business lost was regained in the forthcoming quarters and we continue to closely monitor the impact that COVID-19 may have on our business and results of operations.

2. ***Our company and promoters are facing investigation proceedings under the Customs Act, 1962 for alleged evasion of custom duty to the tune of Rs.473.51 Lakhs. Any adverse decision in such proceedings may adversely affect our business and results of operations***

Directorate of Revenue Intelligence, Ahmedabad ("**DRI**") has issued Show Cause Notice F. No. DRI/AZU/G1-02/ENO-30(INT-13)/2018 dated 31.12.2020 and 28.01.2021 ("**SCNs**") under Customs Act, 1962 to our Company alleging evasion of customs duty to the tune of Rs. 4,73,51,270/- by way of undervaluation of import of the Crystallized Glass Panel from China and Rough Marbles from Turkey and Italy in collusion with the suppliers. The SCNs also proposes confiscation of goods involved along with interest and penalty demand.

As per the DRI, the actual values of the imported goods is higher than the value declared in the documents submitted with Customs at the time of import and the additional amounts over and above the invoice values were paid through illegal channels to the overseas suppliers, thus, the Company has evaded the payment of appropriate customs duty. Also, during the investigation Shri Mukesh Bhai Patel, Managing Director of our Company was arrested on 28.12.2018, however, a conditional bail was allowed to him on 29.12.2018.

Our Company is strongly contending the matter and has challenged the validity of the aforesaid SCNs issued by DRI before the Hon'ble Gujarat High Court. It is being contended that the DRI cannot fall within the definition of term *'proper officer'* and therefore, the impugned SCNs issued under Sections 28 and 124 of the Customs Act are without jurisdiction. In this regard, our Company relied upon the recent judgment of the Hon'ble Apex Court in the case of M/s. Canon India Private Ltd. Vs. Commissioner of Customs dated 09.03.2021 passed in Civil Appeal No. 1827 of 2018 wherein it is held that the officers of DRI would not fall within the domain of proper officer for initiating proceedings under Section 28 of the Customs Act.

Hon'ble Gujarat High Court by way of interim order, pleased to grant stay on the SCNs. Moreover, as per Letter No. GEN/ADJ/COMM/134/2021-Adjn-O/o Pr Commr-Cus-Mundra/139 dated 08.04.2021 issued from the Office of Principal Commissioner, Customs House, Mundra it is decided to keep the SCNs pending in light of directions of CBIC *vide* Instruction No. 4/2021-Customs dated 17.03.2021.

In case the SCNs are decided against our Company following would be the risks involved:

- The redetermined value of Crystallized Glass Panel as per Customs Law would be Rs. 41,44,83,587/- instead of the declared value of Rs. 27,34,35,980/-. Thus, differential Customs Duty of Rs. 4,46,85,572/- would be payable.
- The redetermined value of Rough Marbles as per Customs Law would be Rs. 7,39,36,677/- instead of the declared value of Rs. 5,80,76,014/-. Thus, differential Customs Duty of Rs. 26,65,698/- would be payable.
- Rs. 3,50,00,000/- which was deposited during the investigation would be adjusted against the demand.
- Consignments of crystallized glass panels would be treated as 'smuggling' as defined under Section 2(39) of the Customs Act and the goods would be liable for confiscation u/s 111(m) of the Customs Act.
- Interest would be recoverable u/s 28AA of the Customs Act.
- Penalty u/s 112(a), 112(b) and/or 114A of the Customs Act would be payable.
- Prosecution may be initiated against the persons who at the time when offence was committed was in-charge of, and was responsible to, the Company for conduct of its business.

3. ***Our Company requires significant amounts of working capital for a continued growth. Our inability to meet our working capital requirements may have an adverse effect on our results of operations. Further, failure to manage our inventory could have an adverse effect on our sales, profitability, cash flow and liquidity.***

Our business requires a significant amount of working capital for smooth functioning. As on March 31, 2021 and March 31, 2020, our inventories form **23.36%** and **23.17**% of our respective total assets and **37.90% and 39.41%** of our respective current assets and trade receivables form **30.74% and 29.72%** of our respective total assets and **49.88% and 50.55**% of our respective current assets. We meet our requirement for working capital majorly through banking facilities and Net worth and internal accruals. In future, our inability, if any, to meet our working capital requirements or inability to renew our existing working capital requirements through banking arrangements can adversely impact our business operations and financial position.

Our business is working capital intensive. A significant portion of our working capital is utilized towards trade receivables and inventories. Summary of our working capital position based on the consolidated financial statement is given below:

(Rs. in Lakhs)

S. No.	Particulars	As At FY 2020-21	As At FY 2019-20
I	**Current Assets**		
1	Inventories	31,931.05	29,175.71
2	Trade Receivables	42,028.49	37,425.41
3	Cash and Cash Equivalents	1,461.33	289.63
4	Other Current Assets	8,837.67	7,142.43
	Total Current Assets (I)	**84,258.54**	**74,033.18**

II	**Current Liabilities**		
1	Trade Payables	30,195.48	31,021.82
2	Other Current Liabilities	8,739.96	5,677.60
	Total Current Liabilities (II)	**38,935.44**	**36,699.42**
	Working Capital Requirement (I – II)	**45,323.10**	**37,333.76**
	Inventories as a % of Total Current Assets	**37.90%**	**39.41%**
	Trade Receivables as a % of Total Current Assets	**49.88%**	**50.55%**

We intend to continue growing by expanding our business operations. This may result in increase in the quantum of current assets particularly trade receivables and inventories. The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture and trade inventory accordingly. We estimate our sales based on the forecast, demand and requirements and also on the customer specifications.

Natural disasters such as earthquakes, extreme climatic or weather conditions such as floods or droughts may adversely impact the supply of raw material and local transportation. Should our supply of raw materials be disrupted, we may not be able to procure an alternate source of supply in time to meet the demands of our customers. Such disruption to supply would materially and adversely affect our business, profitability and reputation. In addition, disruptions to the delivery of product to our customer may occur for reasons such as poor handling, transportation bottlenecks, or labour strikes, which could lead to delayed or lost deliveries or damaged products and disrupt supply of these products. To improve our line capability, we try to stock our inventory at our manufacturing facility. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively. If we over-stock inventory, our capital requirements will increase and we will incur additional financing costs. If we under-stock inventory, our ability to meet customer demand and our operating results may be adversely affected. Any mismatch between our planning and actual consumer consumption could lead to potential excess inventory or out-of- stock situations, either of which could have an adverse effect on our business, financial condition and results of operation.

We intend to continue growing by expanding our business operations. This may result in increase in the quantum of current assets particularly trade receivables and inventories. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapters titled *"**Objects of the Issue**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operation**"* beginning on pages 67 and 236, respectively, of this Draft Letter of Offer.

4. ***One of our Promoter, Mr. Rameshkumar Bhikhalal Patel and one from our Promoter Group, Mrs. Dimpalben Bhogibhai Patel, have been disqualified to act as Director in any company by virtue of Section 164(2) read with Section 167 of the Companies Act, 2013. Any further restriction on him could affect the financial position and reputation of our company.***

Mr. Rameshkumar Bhikhalal Patel, the Promoter of our Company and Mrs. Dimpalben Bhogibhai Patel, belonging to the Promoter Group of our Company, has incurred the disqualifications to act as Directors in any company for a period of 5 years ending on 30.12.2023 as mentioned in Section 164(2) of the Companies Act, 2013 due to his directorship in a Company, namely, Aster Biospecialities Chemtecq

Private Limited registered with ROC, Ahmedabad, which has not filed its financial statements or annual returns for a continuous period of two financial years (FY 2016-17 and FY 2017-18).

In case of any penalty or punitive action is imposed by Regulatory Authorities against them, it may impact the reputation of our Company and may have material impact on our business operations.

5. ***The shortage or non-availability of power, fuel and water facilities may adversely affect our manufacturing process and have an adverse impact on our results of operations and financial condition.***

Our manufacturing process requires substantial amount of power, fuel and water facilities. The quantum and nature of power and fuel requirements of our industry and Company is such that it cannot be supplemented/ augmented by alternative/ independent sources of power supply since it involves significant capital expenditure and per unit cost of electricity produced is very high. We source the power requirements for our manufacturing facilities mainly from state electricity boards. To battle electricity failures, we also have diesel generator to meet exigencies at our facilities, however, we cannot assure you that our facilities will be operational during long power failures. We source our fuel requirements, mainly natural gas, under long term gas supply agreements with various suppliers of natural gas. If fuel supply is not available for any reason, we will need to rely on alternative sources, for example, Propane, etc. which may able to consistently meet our requirements.

Further, our manufacturing process also requires substantial amount of water. Water is majorly required in body formation process and glaze preparation. We currently source our water requirement from borewells. We have not made any alternate arrangements for supply of water for our manufacturing facilities. Any disruption / non availability of power, fuel or water or any failure on our part to arrange alternate sources of electricity, fuel and water supply, in a timely manner and at an acceptable cost shall directly affect our production which in turn shall have an impact on operations and results of our Company.

We are exposed to fluctuations in prices of power and fuel, mainly natural gas. Power and fuel cost accounts for a significant percentage of our cost of operations. For the period ending on June 30, 2021 our power and fuel expenses were **10.26%** and for the Fiscals 2021 and 2020 were **8.23%** and **10.62%** respectively of our total revenue from operations. Although we generally attempt to pass on increases in energy and fuel-related costs to our customers, our ability to do so is dependent upon the rate of increase, competitive pressures and market conditions for our products. There have been in the past, and may be in the future, periods of time during which increases in these costs cannot be recovered. Our inability to pass on any increased costs to the customers, may adversely affect our profitability.

6. ***Volatility in the supply and pricing of our raw materials and stores & spares may have an adverse effect on our business, financial condition and results of operations.***

The principal raw materials used in our manufacturing process are feldspar, clay, frit, bentonite, etc. The costs of raw materials consumed and stores and spares consumed for the period ended June 30,2021 and for the fiscal 2021 and 2020 was **21.24%, 18.07%** and **27.23%** respectively our total consolidated revenue from operations. We majorly source our raw materials requirement and stores & spares locally. We do not have long term agreements with any of our raw material or inputs suppliers and we purchase such raw materials and inputs on six months advance running purchase order basis and for stores and spares on spot order basis.

Our top 10 suppliers for the period ended June 30, 2021 have contributed 38.72% and for the financial year ended March 31, 2021, have contributed 45.04% of our total purchases. While we are not significantly dependent on any single raw material or inputs supplier, raw material supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, tariffs and currency exchange rates, and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. Therefore, we cannot assure you that we will be able to procure adequate supplies of raw materials or stores & spares in the future, as and when we need them on commercially acceptable terms.

Further, there may be volatility in prices of our raw material and stores & spares and if we are not able to compensate for or pass on our increased costs to customers, such price increases could have a material adverse impact on our result of operations, financial condition and cash flows. Additionally, we may not be able to pass on every instance of increase in input cost and may have to pursue internal cost control measures.

7. ***We depend on third parties for our logistics and transportation needs. Any disruptions in the same may adversely affect our operations, business, cash flows and financial condition.***

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our suppliers and for transportation from our distribution centres to various stores. We have entered into agreements with third party transport service providers and depend on them for supply of goods. Although we have insurance for transit of goods, and typically the transportation agreements have provision for damages, since the cost of our goods carried by third party transporters is typically much higher than the consideration paid for transportation, it may be difficult for us to recover damages for damaged, delayed or lost goods. Our operations and profitability are dependent upon the availability of transportation and other logistic facilities in a time and cost-efficient manner. Accordingly, our business is vulnerable to increased transportation costs, transportation strikes and lock-outs, shortage of labour, delays and disruption of transportation services for events such as weather-related problems and accidents. Further, movement of goods encounters additional risks such as accidents, pilferage, spoilage, shrinkage and our inability to claim insurance may adversely affect our operations, results of operations and financial condition. Although we have not experienced any material logistics and transport related disruptions in the past, any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or non-supply or may require us to look for alternative sources which may not be cost-effective, thereby adversely affecting our operations, results of operations, cash flows and financial condition.

8. ***Our Growth and diversification in other areas of business under our name is restricted due to restrictive convents in the settlement done with Asian Paints Limited.***

Our company is engaged in the business of Tiles, Marbles, Sanitary ware and CP Fittings and its further diversification in other areas is subject to restrictions as imposed in the ruling of Honorable High Court of Delhi. As per the ruling of Honorable Court, our company shall use its Name Asian Granito India Limited in the following business only namely (a). Tiles, (b). Marbles, (c) Sanitary Ware and (d). CP Fittings. Our company is also restricted to use word ASIAN either directly or indirectly by itself, or its group companies, Joint Ventures, subsidiaries, affiliates etc., the word /mark ASIAN and/or its derivatives as a Mark/brand/logo/label/slogan/ or any mark deceptively or confusingly similar to those of Asian Paints Limited for any of its products or services.

9. ***Our lenders have charge over our movable and immovable properties in respect of finance availed by us. Our inability to meet our obligations under our debt financing arrangements could adversely affect our business, results of operations and cash flows.***

   We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our movable and immovable properties. The total amounts outstanding and payable by us as secured loans were Rs. 23,827.50 Lakhs, Rs. 24,156.80 Lakhs, and Rs. 27,811.15 Lakhs as on June 30, 2021, March 31, 2021 and March 31, 2020. For further details, please refer to ***Note 15 – Borrowings – Non- Current and Note 15 – Borrowings – Current*** beginning on Page 200 under the chapter titled ***"Financial Statements"*** beginning on page 153 of this Draft Letter of Offer.

   In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be subject to Invocation/forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. Any failure on our part to comply with the terms in our loan agreements would generally result in events of default under these loan agreements. In such a case, the lenders under each of these respective loan agreements may, at their discretion, accelerate payment and declare the entire outstanding amounts under these loans due and payable, and in certain instances, enforce their security which has been constituted over our various assets and take possession of those assets, which could adversely affect our liquidity and materially and adversely affect our business and operations.

10. ***Our manufacturing operations are critical to our business and any shutdown of our manufacturing facilities may have an adverse effect on our business, results of operations and financial condition. Further, our manufacturing facilities are concentrated in a single region i.e., Gujarat and the inability to operate and grow our business in this particular region may have an adverse effect on our business, financial condition, results of operations, cash flows and future business prospects.***

    Our manufacturing facilities are located at Dholka, Dalpur and Idar at Gujarat. Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Our manufacturing facilities are susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. Recently, on account of the government-imposed lockdown in India due to COVID-19 pandemic, operations at all of our manufacturing facilities were temporarily shut down and we were required to follow protocols as suggested by regulatory authorities which impacted our ability to operate our manufacturing facilities at optimum utilizations.

    It is also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties.

    If our Company experiences delays in production or shutdowns at our facility due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company's operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations.

    Further, any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the state government or state or local governments in this region could adversely affect our manufacturing operations, and require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Any such adverse development affecting continuing operations at our manufacturing facilities could result in significant loss due to an inability to meet customer contracts and production schedules, which could materially affect our business reputation within the industry. The occurrence of or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects. Further, continuous addition of industries in and around our manufacturing facilities without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may adversely affect our business. Further, the spiralling cost of living around our manufacturing facilities may push our manpower costs higher, which may reduce our margin and cost competitiveness.

11. ***We are subject to various risks associated with the overseas markets in which we may operate, including but not limited to foreign currency exchange rate fluctuations and tax, if any. These risks may have an adverse effect on our business, prospects, results of operations and financial condition.***

We derive our revenue from operations from both domestic and export sales. For the period ending on 30th June, 2021 and for the fiscal year 2021 and 2020, our revenue from exports were Rs. **5,887.17 Lakhs, Rs. 21,567.26 Lakhs and Rs. 24,025.35 Lakhs respectively.** Our Company exports to more than 100 countries. Consequently, any adverse changes in these economies such as slowdown in the economy, acts of terrorism or hostility targeting these countries, etc. would directly impact our revenues and results from operations. In the event of change in policies or laws in these regions with respect to quality standards, branding or restrictions on usage of certain products, imposition of anti-dumping duties, etc. our financial condition and business operations may be adversely affected. In case of any contingencies in future due to which we are unable to operate effectively in these markets, our results from operations, revenues and profitability may be adversely affected.

Further our financial statements are presented in Indian Rupees. However, our revenue from operations is influenced by the currencies of geographies to where we export our products. The exchange rate between the Indian Rupee and these currencies, primarily the USD, has fluctuated in the past and our results of operations and cash flows have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. For the period ending on 30th June, 2021 and for the fiscal year 2021 and 2020, foreign exchange loss/**(gain)** on exports revenue was Rs. (84.00) Lakhs, Rs. (51.57) Lakhs and Rs. (540.83) Lakhs respectively. Further, for the period ending on 30th June, 2021 and for the Fiscal year 2021 and 2020, foreign exchange loss/(gain) on cost of imports was Rs.0.97 Lakhs, (42.74) Lakhs and Rs. (2.07) Lakhs respectively. We may, therefore, suffer losses on account of foreign currency fluctuations for sale of our products or import of raw materials since may not be able to pass on all losses on account of foreign currency fluctuations to our customers. Our Company also incurred loan swap loss / (gain) (Financial loss incurred out of hedging) for the period ending on 30th June, 2021 of Rs. 26.14 Lakhs.

12. **We have experienced negative cash flows in relation to our operating activities and investment activities in recent years/periods. Any negative cash flows in the future could adversely affect our results of operations and financial condition**.

We had a cash inflow from operating activities of Rs. 1,297.34 Lakhs and Rs. 7,647.22 Lakhs and Rs. 5,648.74 for the three months ended June 30, 2021, FY 2020-21 and FY 2019-20 respectively. Further, we had a cash inflow/ **(outflow)** from investing activities of (Rs. 1,523.89) Lakhs, (Rs. 2.565.04) and (Rs. 4,055.87) Lakhs for the three months ending on June 30, 2021, FY 2020-21 and FY 2019-20 respectively. If we experience any cash outflow in the future, this could adversely affect our business prospects, financial condition and results of operations. For further information, see "***Financial***

Statements" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 153 and 236 respectively.

13. Our Company, Directors, Subsidiaries and Promoter are involved in certain legal proceedings and potential litigations. Any adverse decision in such proceedings may adversely affect our business and results of operations.

Our Company, Subsidiaries, Directors and Promoter are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The summary of outstanding litigation as on date in relation to criminal matters, tax matters and actions by regulatory/ statutory authorities against our Company, Subsidiaries, Directors and Promoter, as applicable, have been set out below. Further, the summary also includes other outstanding legal proceedings-based materiality threshold as determined by our Board.

Litigation involving our Company

(Rs. in Lakhs)

Type of Proceeding	No. of cases	Amount involved, to the extent quantifiable / determinable
Economic Offences Proceeding	1	473.51
Material Civil Proceedings[1]	56	715.79
Criminal Proceedings	467	5,177.13
Taxation Proceedings[2]	28	8,941.09

1. *Material Civil Proceedings include 9 consumer disputes and 3 employment related matters pending against the Company and the amount is less than the materiality threshold. Civil Proceedings also include 1 trademark related case against the Company, the amount of which cannot be determine as on the date of this Draft letter of Offer.*
2. *Taxation Proceedings include direct and indirect tax proceedings and this further include certain cases where the amount is not determinable as on the date of this Draft letter of Offer.*

Litigation involving our Subsidiaries

(Rs. in Lakhs)

Type of Proceeding	No. of cases	Amount involved, to the extent quantifiable / determinable
Material Civil Proceedings[3]	26	283.69
Criminal Proceedings	51	210.88
Taxation Proceedings[4]	17	1428.11

3. *Material Civil Proceedings includes one Winding up petition of our Material Subsidiary Crystal Ceramic Industries Pvt Ltd filed by one of Creditors of subsidiary before the Honorable High Court of Gujarat on ground of unable to pay debt of Rs.56.60 Lacs*
4. *Taxation Proceedings includes direct tax proceedings for the assessment year 2013-14 to 2017-18 at various forums involving amounts to the tune of Rs.3038.52 Lacs. The demands if any under these matters is not determinable at the time of filing this draft letter of offer.*

In relation to the outstanding litigation matters mentioned above, while the amounts involved in these matters have been disclosed, the interest involved in such litigations may not be ascertainable or quantifiable at this stage and hence are not disclosed

For further details, see "***Outstanding Litigation and Defaults***" on page 269.

Decisions in any of the aforesaid proceedings adverse to our interests may have a material adverse effect on our business, results of operations, cash flows, financial condition and/ or prospects. Further, such legal proceedings could divert management's time and attention and consume financial resources. If the courts or tribunals rule against us or our Company, Directors, Promoters and Subsidiaries, we may face monetary and/or reputational losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities.

14. ***Orders placed by customers may be delayed, modified or cancelled, which may have an adverse effect on our business, financial condition and results of operations. Further any defaults or delays in payment by a significant portion of our customers, may have an adverse effect on cash flows, results of operations and financial condition.***

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers may postpone the delivery of such products or cause its cancellation. Due to the possibility of cancellations or changes in scope and schedule of delivery of such products, resulting from our customers discretion or problems we encounter in the delivery of such products or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to deliver the orders placed. Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such products. In addition, even where a delivery proceeds as scheduled, it is possible that the customers may default or otherwise fail to pay amounts owed.

In the ordinary course of business, we extend credit to our customers. Consequently, we are exposed to the risk of the uncertainty regarding the receipt of the outstanding amounts. For the period ending on 30th June, 2021 and for the fiscal year 2021 and 2020 our net trade receivables was Rs. 36,779.39 Lakhs, 42,028.49 Lakhs, and 37,425.41 Lakhs. Out of the above trade receivables for the period ending on 30th June, 2021, **Rs. 1,645.21 Lakhs** is due for a period of more than 6 months and upto 1 year and **Rs. 6,368.40 Lakhs is due for more than year**. Our results of operations and profitability depend on the credit worthiness of our customers. Certain of these customers may have weak credit histories and we cannot assure that these counterparties will always be able to pay us in a timely fashion, or at all. Any adverse change in the financial condition of our customers may adversely affect their ability to make payments to us.

As on date of this Draft Letter of Offer, our Company has filed 467 criminal complaints under Section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques issued in their favour which are currently pending at different stages of adjudication before various courts and we are yet to recover amount of **Rs. 5177.13** Lakhs from those debtors. Furthermore, our Company has filed 37 civil suits for the recovery of certain amounts arising in due course of business which are pending at different stages of adjudication before various courts with recovery amount of Rs. **523.28** Lakhs. Our company has however settled certain matters on account of which withdrawn application is under process of being/ has been filed; however, the status before Court is still pending and therefore, we have considered such case as pending.

Default or delays in payments by a significant portion of our customers may have an adverse effect on cash flows, results of operations and financial condition.

15. ***Certain of our Directors hold Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.***

Certain of our Directors (including our Promoters) are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding or the shareholding of their relatives in our Company. There can be no assurance that our directors will exercise their rights as Shareholders to the benefit and best interest of our Company. For further details, see "***Related Party Transactions***" and "***Our Management***" on pages 217 and 145, respectively.

16. ***Our Promoters and Executive Directors have provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative arrangements guarantees, repayments of amounts due or termination of the facilities.***

    Our Promoters and Executive Directors have provided personal guarantees to the extent of **Rs. 45,289.00 Lakhs** as on June 30, 2021 in relation to certain loan facilities availed by us. In the event that any of these guarantees are revoked, the lenders for such facilities may require alternative guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees satisfactory to the lenders and as result may need to repay outstanding under such facilities or seek additional source of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial conditions.

17. ***We do significant of contract manufacturing from third parties and are dependent on them for the manufacturing, production and supply of some of the products we sell. Any failure of such third parties to adhere to the relevant statutory and other quality standards may have a negative effect on our reputation, business and financial condition.***

    Our company has 3 in house manufacturing facilities for manufacturing of Vitrified tiles, Marbles, Quartz and Ceramic Glazed Tiles and 2 manufacturing facilities in our subsidiaries. We have also entered into agreements with 22 other tiles manufacturing entities and depend on them for supply of goods to our company.

    Our total sales revenue comprises of 56.03% as on June 30, 2021, 57.98% as on March 31, 2021, and 49.75 % as on March 31, 2020 sourced from the products manufactured by third parties. We rely on suppliers, third party manufacturers, transport service providers and other logistic and service providers for our business. We are exposed to the risk of these suppliers, third party manufacturers and service providers failing to adhere to the standards set for them by us and statutory and/ or regulatory bodies in respect of factors such as quality, quantum of production, weights and measures and safety standards and non-compliance of relevant rules and regulations, and any consequent action by such statutory and/ or regulatory bodies or otherwise, could adversely affect our business operations, results of operations, cash flows and financial condition, due to reasons such as shortage of supply, product liability claims and product recalls. This may also result in lost confidence on the part of our customers and adversely affect our reputation. Further, any delay or failure on the part of the third-party manufacturers to deliver the products in a timely manner or to meet our quality standards by such third-party manufacturers, would result in adverse effect on our business operations, results of operation, cash flows and financial condition. Any litigation involving such third parties may cause a material adverse effect on our reputation.

    In addition, certain of our suppliers, third party manufacturers, transport service providers and other logistic and service providers are retained on a non-exclusive basis and may engage with our competitors for supply of products or services at more favorable commercial terms and for better quality of products and services.

18. *An inability to expand or manage our distribution network for business or the loss of any significant dealer may adversely affect our business and results of operations.*

We primarily sell our products to retail customers through our large distribution network of dealers and sub-dealers across India. As on the date of the Draft Letter of Offer, we have more than 1300 registered dealers. The competition for dealers and sub-dealers is intense in our industry and many of our competitors including the large players continue to expand their distribution networks. There can be no assurance that we will be able to successfully expand, maintain or manage our large distribution network and strengthen our relationship with our significant dealers in the future. If we lose any of our significant dealers or sub- dealers to competitors, we may lose some or all favorable arrangements with such dealer or sub-dealer, which could result in weakening or termination of our relationships with other dealers and sub-dealers. We may also not be able to effectively manage our dealers and sub-dealers, and the cost of any consolidation or further expansion of our distribution network may exceed the additional revenue generated from such efforts.

Furthermore, the performance of our dealers and sub-dealers and their ability to sell our products, strengthen our brand and expand their businesses and their sales network are crucial for the future growth of our business and would directly affect our sales volume and profitability. Our business is dependent on maintaining a continuing relationship with our most significant dealers as a significant portion of our revenues in our business is generated by a limited number of key dealers. While our top ten dealers are not necessarily the same in every fiscal year or reporting period, our key dealers contribute a significant proportion of our total revenues. An inability to develop and maintain our relationship with key dealers by providing new and quality products, effective branding and marketing for such products, attractive commercial arrangements, or effective training and network support for dealers, may result in the loss of key dealers. There can be no assurance that we will be able to maintain or increase the historic levels of business from our key dealers, or that we will be able to immediately and successfully replace these key dealers at terms acceptable to us, should we lose any or all of them. Any loss of such key dealers may adversely affect our business, results of operations and financial condition.

19. *Any adverse change in regulatory requirements governing our products and the products of our customers, may adversely impact our business, prospects, results of operations and financial condition.*

Regulatory requirements with respect to our products and the products of our customers are subject to change. An adverse change in the laws governing the manufacturing of our products, imposition of additional duties by target markets or laws governing the real estate sector, may have an adverse impact on our operations. We may be required to alter our manufacturing and/or distribution process and target markets and incur capital expenditure to achieve compliance with such new regulatory requirements applicable to us and our customers. We cannot assure you that we will be able to comply with such changes or additional regulatory requirements. In the past there have been anti-dumping duties imposed by some of our target markets, which may impact our operations in such countries. For e.g., the Gulf Cooperation Council (GCC) has imposed anti-dumping duty on imports of ceramic tiles from India with effect from June 6, 2020. Further our products are mainly used in real estate sector which saw a downturn in past due to implementation of GST, RERA, etc. impacting our revenue of operations adversely.

If we fail to comply with new statutory or regulatory requirements, there could be a delay in the submission or grant of approval for manufacturing. Further, changes in regulatory requirements, may result in our customers being unable to utilise our products for execution of their projects. There is an inherent risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, loss of export operations, loss of demand by our end consumer which may adversely impact our business, prospects, results of operations and financial condition.

20. *Our Company is required to obtain separate codes/sub-codes under Employee State Insurance Act, 1948. Failure to obtain and pay the ESI contributions may adversely affect our business and results of operations.*

Our Company has obtained separate registration under the Employee State Insurance Act, 1948 for Gujarat and West Bengal and is paying ESI contribution for the eligible employees there. However, for other states, where Company has operations, no separate codes/ sub codes have been obtained. Our Company is not paying ESI contributions for all the eligible employees in such states and this may entail penalty, interest and prosecution under the provisions of the Employee State Insurance Act, 1948.

21. *We currently avail benefits under certain export promotion schemes. Any failure in meeting the obligations under such schemes, may result in adversely affecting our business operations and our financial condition.*

We currently avail benefits under certain export promotion schemes, namely, Export Promotion Capital Goods ("EPCG") license. As per the licensing requirement under the said scheme, we are bound by certain export obligations which require us to export goods of a defined amount, failing which, we may have to pay the Government, a sum equivalent to the duty benefit enjoyed by us under the said schemes along with interest. As of 30^{th} June, 2021 and for the fiscal year 2021, our pending obligations against EPCG License was Rs. **515.26 Lakhs,** which will be adjusted at the time of the consequent exports as per the required timelines. Any reduction or withdrawal of benefits or our inability to meet any of the conditions prescribed under any of the schemes would adversely affect our business and financial condition.

22. *Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by a public financial institution or a scheduled commercial bank and our management will have broad discretion over utilization of the Net Proceeds*.

Our Company proposes to utilize the Net Proceeds for working capital requirements and general corporate purposes. Our proposed deployment of Net Proceeds has not been appraised by a public financial institution or a scheduled commercial bank and is based on management estimates. Our management will have broad discretion to use the Net Proceeds. Various risks and uncertainties, including those set forth in this section including inability to obtain necessary approvals for undertaking proposed activities, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. We cannot assure you that use of the Net Proceeds to meet our future capital requirements, fund our growth and for other purposes identified by our management would result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

23. *We are required to obtain and maintain certain regulatory approvals in respect of our operations. Failure to obtain or maintain licenses, registrations, consents, permits and approvals may adversely affect our business and results of operations.*

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals, consents and permits at the local, state and central government levels for undertaking our business. The approvals, licenses, registrations and permits obtained by us may contain conditions, some of which could be onerous.

Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or seek fresh approvals, from time to time, as and when required in the ordinary course of our business. For further details, including details of pending material approvals, see **"*Government and Other Approvals*"** on page 277.

We cannot assure you that we will be able to timely apply for, whether fresh or renewal, all approvals, consents, permits, registrations and clearances required for undertaking our business from time to time. There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, could result in cost and time overrun, imposition of penalties, or result in the interruption of our operations, which could adversely affect our related operations.

Furthermore, we cannot assure you that the approvals, licenses, registrations, consents and permits issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action, and we may be subject to penalty and other statutory and regulatory actions, which may and may have a material adverse effect on our business and operations, financial condition, cash flows and results of operations. Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may adversely affect our business and results of operations.

24. We have not entered into any long term or definitive agreements with our dealers or customers. If our dealers or customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected.

We have not entered into any long term or definitive agreements with our dealers or customers, and instead rely on purchase orders to govern the volume, pricing and other terms of sales of our products. However, such orders may be amended or cancelled prior to finalization, and should such an amend mentor cancellation take place, we may be unable to seek compensation for any surplus unpurchased products that we manufacture. Our customers do not, typically, place firm purchase orders until a short time before the products are required from us as a result of which, we do not hold a significant order book at any time, making it difficult for us to forecast revenue, production or sales. Consequently, there is no commitment on the part of the customer to continue to source their requirements from us, and as a result, our sales from period to period may fluctuate significantly as a result of changes in our customers' vendor preferences.

Additionally, our customers have high and exacting standards for product quantity and quality as well as delivery schedules. Any failure to meet our customers' expectations could result in cancellation of orders. There are also a number of factors other than our performance that are beyond our control and that could cause the loss of a customer. Customers may demand price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, change their outsourcing strategy by moving more work in-house, or replace their existing products with alternative products, any of which may have an adverse effect on our business, results of operations and financial condition.

25. We have certain contingent liabilities, which if materialized may adversely affect our financial condition.

As of June 30, 2021, we had certain contingent liabilities and commitments not provided for, amounting to **Rs. 28,460.67** Lakhs determined in accordance with our accounting policies as disclosed under our significant accounting policies and notes to the accounts. Further, the contingent liability of amounts disclosed in our audited financial statements represents estimates and assumptions of our management based on advice received. In the event that any of these contingent liabilities materialize, our financial condition may be adversely affected. For further information on such contingent liabilities, see "***Financial Statements***" beginning on page 153 of this Draft Letter of offer.

26. Some of our investments in debt instruments are unsecured or carry interest rate lower than the market rate.

Some of our unsecured investments include investments in interest/ dividend bearing liquid debt instruments including investments in debt mutual funds and other financial products, such as principal protected funds, listed debt instruments, rated debentures or deposits with banks/ other entities. Some of our unsecured investments carry interest rate which is lower than the prevailing market. Market interest rates in India fluctuate on a regular basis. Consequently, some of our investments may continue to carry interest rate lower than the market rate in the future.

27. Our business is dependent on the performance of the real estate, infrastructure and other related industries where our products are utilized. Uncertainty regarding the real estate market, infrastructure sector, economic conditions and other factors beyond our control could adversely affect demand for our products, our costs of doing business and our financial performance.

Our products are primarily used in the real estate, infrastructure and related sectors. Adverse conditions in or uncertainty about these markets, or the economy could adversely impact our end-customers' confidence or financial condition, causing the reduction of demand for our products or delay purchasing or payment for those products. The performance of these sectors, and consequently the demand for our products in these sectors, are dependent on economic and other factors such as government policies, regulations and budgetary allocations as well as investments made in these industries and sectors. The financial performance of the end users of our products and any adverse developments that affect the tile industry and the real estate, infrastructure and related sectors where our products are used may adversely affect our business, results of operations and financial condition.

28. Our insurance cover may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage.

We could face liabilities or otherwise suffer losses should any unforeseen incident such as fire, flood, and accidents affect our factories and distribution centres or in the regions/areas where our stores and distribution centres are located. Although we maintain insurance coverage in relation to fire and other natural and accidental risks at our facilities, money and fidelity insurance and stock insurance, there are possible losses, which we may not have insured against or covered or wherein the insurance cover in relation to the same may not be adequate. Any damage suffered by us in excess of such limited coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us. For details in relation to insurance, see "***Our Business – Insurance***" on page 135.

Further, while there has been no past instance of inadequate insurance coverage for any loss, there can however be no assurance that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. A successful enforcement of one or more claims against us that exceeds our available insurance coverage or changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, financial condition, cash flows and results of operations. For details in relation to insurance, see "***Our Business – Insurance***" on page 135.

29. We have not independently verified certain third party and industry related data in this Draft Letter of Offer, which might have certain limitations.

We have not independently verified the industry data contained in this Draft Letter of Offer and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere

30. Our Company depends on the knowledge and experience of our Directors and Key Management Personnel for our growth. The loss of their services may have a material adverse effect on our business operations.

Our Company depends on the management skills and guidance of our directors for development of business strategies, monitoring its successful implementation and meeting future challenges. Our Key Management Personnel and other senior managerial personnel complement the vision of our directors and perform a crucial role in conducting our day-to-day operations and execution of our strategies. Our key management personnel and other senior managerial personnel collectively have several years of experience and are difficult to replace. Competition for senior management in the industry in which we operate is intense, and we may not be able to recruit and retain suitable replacements in a timely manner or at all. In the event we are unable to attract and retain our Key Management P5ersonnel and other senior managerial personnel, and they join our competitors or form competing companies, our ability to conduct efficient business operations may be impaired. The loss of the services of such personnel and our inability to hire and retain additional qualified personnel may have an adverse effect on our business operations.

31. Our Company has in the past entered into related party transactions and may continue to do so in the future.

We have entered into and may in the course of our business continue to enter into transactions specified under "***Related Party Transactions***" on page 217. While we believe that all such transactions have been conducted on an arm's length basis and in the ordinary course of business, there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our financial condition, cash flows and results of operations.

32. **Any increase in interest rates would have an adverse effect on our results of operations and will expose our Company to interest rate risks.**

    We are dependent upon the availability of equity, cash balances and debt financing to fund our operations and growth. Some of our secured debt has been availed at floating rates of interest. Any fluctuations in interest rates may directly impact the interest costs of such loans and, in particular, any increase in interest rates could adversely affect our results of operations. Furthermore, our indebtedness means that a material portion of our expected cash flow may be required to be dedicated to the payment of interest on our indebtedness, thereby reducing the funds available to us for use in our general business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt and non-fund-based facilities could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations. For further details, please refer chapter titled "***Financial Statements***" beginning on page 153 of this Draft Letter of offer.

33. **The industry segments in which we operate being fragmented, we face competition from other players, which may affect our business operations and financial conditions.**

    We compete in ceramic tiles industry on the basis of the quality of our products, price, and distribution. The industry in which we operate is highly competitive. Factors affecting our competitive success include, amongst other things, price, demand for our products, availability of raw materials, brand recognition and reliability. Our competitors vary in size, and may have greater financial, production, marketing, personnel and other resources than us and certain of our competitors have a longer history of established businesses and reputations in the Indian ceramic tiles industry as compared with us. Competitive conditions in some of our segments have caused us to incur lower net selling prices and reduced gross margins and net earnings. These conditions may continue indefinitely. Changes in the identity, ownership structure, and strategic goals of our competitors and the emergence of new competitors in our target markets may impact our financial performance. New competitors may include foreign-based companies and domestic producers who could enter our markets. Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability. Also, see "***Business - Competition***" on page 140 of this Draft Letter of Offer.

34. **The industry in which we operate is labour intensive and our manufacturing operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers**.

    Ceramic tiles industry being labour intensive is dependent on labour force for carrying out its manufacturing operations. We also employ contract labour at our manufacturing facilities. Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. Though we have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past; however, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits.

Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

35. **We may be unable to enforce our rights under some of our agreements with counterparties on account of insufficient stamping and non-registration or other reasons.**

We enter into agreements with third parties, in relation to lease/ licensee of land or retail space for our retail stores and distribution centres and for transportation of goods. Some of the agreements executed by us may be inadequately stamped or not registered or may not otherwise be enforceable. Inadequately stamped documents may be impounded by the appropriate authority. Such inadequately stamped or not registered documents may not be admissible in evidence in a court of law until the applicable stamp duty, with penalty, has been paid and registered, which could, therefore, impact our ability to enforce our rights under the agreements in a timely manner or at all. We cannot assure you that we would be able to enforce our rights under such agreements. This could impair our business operations and adversely affect our cash flows, results of operation and financial condition.

36. **An inability to address changing industry standards and consumer trends may adversely affect our business, results of operations and financial condition.**

The future success of our business will depend in part on our ability to respond to technological advances, consumer preferences (including in designs) and emerging industry standards and practices in a cost effective and timely manner. The development and implementation of such new technology entails technical and business risks. We may have to incur substantial capital investment to upgrade our equipment and manufacturing facilities. While we continue to invest in various product development initiatives, introduction of new designs and new technologies and processes for the development of new products, we are subject to general risks associated with introduction and implementation of new products including the lack of market acceptance and delays in product development. There can be no assurance that we will be able to successfully develop new products or that such new products will receive market acceptance or adapt our manufacturing processes to incorporate new technologies or address changing consumer trends or emerging industry standards. Any rapid change in the expectations of our dealers and end customers in our business on account of changes in technology or introduction of new alternate products could adversely affect our business, results of operations and financial condition.

37. **If we are unable to continue to implement our brand building and marketing initiatives, for each of our brands, our business and prospects may be adversely affected. Moreover, any deterioration in the reputation and market perception of our brand may have an adverse effect on our sales, profitability and the implementation of our growth strategy.**

We operate under our brand "AGL Tiles" in the industry in which we operate. Our brand and reputation are among our important assets. The performance and quality of products are critical to the success of our business. The success of these products depends significantly on the effectiveness of the product design, quality of the raw materials and quality control systems, which in turn, depend on skills and experience of our personnel and our ability to ensure that such personnel adhere to our standards and policies and guidelines. Any adverse change in the quality of products rendered by us including due to reasons beyond our control, or allegations of defects, even when false, at any of our manufacturing facilities could tarnish the image of our brands, result in negative reviews and feedback from our customers. Further, our brand building would also depend on the effectiveness of sales and promotional activities and choice of channel partners. There can be no assurance that our efforts in these areas would always be effective. Any adverse development or decline in our brand value and reputation may adversely affect our business, results of operations and financial condition.

38. **We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity**.

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. We currently carry no products liability insurance with respect to our products. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity. For the three months ended 30th June, 2021 and for the FY 2020-21, 2019-20, our breakage and complaint expenses amounted to Rs. 30.86 Lakhs, Rs. 96.98 Lakhs and Rs. 151.90 Lakhs respectively on consolidated basis. Also, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

39. **Our business prospects and continued growth depends on our ability to access financing at competitive rates and competitive terms, which amongst other factors is dependent on our credit rating. Any downgrade of our credit ratings may restrict our access to capital and thereby adversely affect our business and results of operations.**

Our business depends on our ability to obtain funds at competitive rates. The cost and availability of capital, amongst other factors, is also dependent on our current and future results of operations and financial condition, our ability to effectively manage risks, our brand and our credit ratings. We may not be able to avail the requisite amount of financing or obtain financing at competitive interest rates if we fail to have favorable results of operations. We had been on March 23rd, 2021 by ICRA ratings for our Fund based - long-term borrowing as **ICRA A with a stable outlook** and for our **non-Fund based - short-term borrowing as ICRA A1**. Ratings reflect a rating agency 's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. Any downgrade made to our credit ratings could lead to high borrowing costs and limit our access to capital and lending markets and, as a result, could adversely affect our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements.

40. **Failure or disruption of our IT and/or business resource planning systems may adversely affect our business, financial condition, results of operations, cash flows and prospects.**

We have implemented various information technology ("IT") and/or business resource planning systems to cover key areas of our operations. We are dependent on technology in relation to customer order management and dispatches and financial accounting. We rely on our IT infrastructure to provide us with connectivity and data backup across our locations and functions. While the business resource planning systems that we have implemented have enabled us to improve our working capital cycles, despite an increase in our sales over the period, we can provide no assurance that we will be able to do so in the future. We believe that we have deployed adequate IT disaster management systems including data backup and retrieval mechanisms, at our manufacturing facilities. However, any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to plan, track, record and analyze work in progress and sales, process financial information, manage our creditors, debtors and hedging positions, or otherwise conduct our normal business operations, which may increase our costs and otherwise adversely affect our business, financial condition, results of operations and cash flows.

41. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategies could have an adverse effect on our business, results of operations and financial condition.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. Our growth strategies require us to develop and strengthen relationships with existing dealers and customers for our business of vitrified tiles who may drive high volume orders on an ongoing basis. To remain competitive, we seek to increase our business from existing customers and by adding new customers, as well as expanding into new geographical markets.

Our success in implementing our growth strategies may be affected by:

- our ability to expand our dealers' network;
- our ability to maintain the quality of our products;
- our ability to increase our export operations;
- our ability to increase our manufacturing capacities as well as procure goods on outsourcing basis;
- the general condition of the global economy (particularly of India and the other markets that we currently or may operate in);
- our ability to compete effectively with existing and future competitors,
- changes in the Indian or international regulatory environment applicable to us.

Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategy. We also plan to enhance and develop our existing brand in India. By focusing further resources, including management time and effort, distribution and sales network and brand management on developing our brand, we will be diverting our resources from our established business of manufacturing. We may not be successful in developing our brand image as we intend to.

While we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could adversely impact our results of operations. We expect our growth strategies to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and growth strategies could have a material adverse effect on our business, financial condition and profitability

42. We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. Further we have not identified any alternate source of financing the 'Objects of the Offer'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the Offer. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the Offer proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "***Objects of the Issue***" beginning on page 67 of this Draft Letter of Offer.

43. Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.

Our Company intends to use Net Proceeds raised pursuant to the Fresh Issue in the manner set out in the section titled "***Objects of the Issue***" on page 67. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Letter of Offer without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Fresh Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by redeploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

44. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

45. Activities involving our manufacturing process can be dangerous and can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand.

Our business operations are subject to hazards such as risk of equipment failure, work accidents, fire or explosion and require individuals to work under potentially dangerous circumstances. Although we employ safety procedures in the operation of our facilities and maintain what we believe to be adequate insurance, there is a risk that an accident or death may occur in one of our facilities. An accident may result in destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects.

In particular, if operations at our manufacturing facility were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products.

Interruptions in production may also increase our costs and reduce our sales, and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, financial condition, results of operations, cash flows and prospects.

46. An inability to renew quality accreditations in a timely manner or at all, or any deficiencies in the quality of our products may adversely affect our business prospects and financial performance.

We obtain and maintain quality certifications and accreditations from independent certification entities and also comply with prescribed specifications and standards of quality approved by the Government in connection with the products we manufacture. Such specifications and standards of quality is an important factor in the success and wide acceptability of our products. If we fail to comply with applicable quality standards or if the relevant accreditation institute or agency declines to certify our products, or if we are otherwise unable to obtain such quality accreditations in the future, in a timely manner or at all, our business prospects and financial performance will be materially and adversely affected.

47. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.

Our company has declared and paid Dividends of 13% in 2016-17, 13% in 2017-18, 6% in 2018-19, 7% in 2019-20 and our board has announced dividend of 5% for the fiscal year 2020-21. The amount of our future dividends, if any, will depends on various factors such as future earnings, cash flows, financial conditions, working capital requirements, capital expenditures, change in regulatory norms pertaining to calculation of amount available to be paid as dividend, limit on dividend payment, if any, specified in accordance with applicable laws. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on the Equity Shares. The amounts paid as dividends in the past are not necessarily indicative of our Company's dividend policy or the dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in the future.

EXTERNAL RISKS

Risks Relating to India

48. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

49. Political instability or changes in the Government in India or in the Government of the states where we operate could cause us significant adverse effects.

The Central Government has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Further, our business is also impacted by regulation and conditions in the various states in India where we operate. Our business, and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in central or state Government policies, taxation and other political, economic or other developments in or affecting India. Since 1991, successive Central Governments have pursued policies of economic liberalization and financial sector reforms. Any slowdown in these demand drivers or change in Government policies may adversely impact our business and operations. Generally, a significant adverse change in the Central Government's policies could adversely affect our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline.

50. If there is a change in policies related to tax, duties or other such levies applicable to us, it may affect our results of operations.

New or revised accounting policies or policies related to tax, duties or other such levies promulgated from time to time by relevant tax authorities may adversely affect our results of operations. We cannot assure you as to what action current or future Governments will implement regarding tax incentives or excise duty benefits. We may not be able to comply with the obligations and stipulations that would allow us to avail ourselves of such benefits or concessions, and consequently, we may lose such benefits and concessions.

51. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.

The Competition Act regulates practices having an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and results in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India.

However, we cannot predict the impact of the provisions of the Competition Act on the agreements entered into by us at this stage. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations and prospects.

52. A third party could be prevented from acquiring control of us because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our Shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations.

53. Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.

Ind AS differs from other accounting principles with which prospective investors may be familiar, such as IFRS and U.S. GAAP. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Draft Letter of Offer, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Ind AS financial statements, which are included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

54. It may not be possible for you to enforce any judgment obtained outside India against us, our management or any of our respective affiliates in India, except by way of a suit in India on such judgment.

We are incorporated under the laws of India and a majority of our directors and executive officers reside in India. A substantial majority of our assets, and the assets of our directors and officers, are also located in India. As a result, you may be unable to:

- effect service of process outside of India upon us and such other persons or entities; or
- enforce in courts outside of India judgments obtained in such courts against us and such other persons or entities.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Civil Procedure Code, on a statutory basis. Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. However, Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

Among other jurisdictions, the United Kingdom of Great Britain and Northern Ireland, United Arab Emirates, Republic of Singapore and Hong Kong have been declared by the Government to be reciprocating territories for the purposes of Section 44A of the Civil Procedure Code, but the USA has not been so declared. A judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy of India. Further, any judgment or award in a foreign currency would be converted into Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, and any such amount may be subject to income tax in accordance with applicable laws.

55. Any downgrading of India's debt rating by an international rating agency could adversely affect our business and the price of our Equity Shares.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our business, our future financial performance, our shareholders' funds and the price of our Equity Shares.

Risks Relating to the Equity Shares and this Issue

56. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncee(s) may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements.

57. The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholders") may lapse in case they fail to furnish the details of their demat account to the Registrar.

In accordance with the circular SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

58. ***Our Company will not distribute this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form and other Issue related materials to certain categories of overseas Equity Shareholders.***

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act and the rules made thereunder with respect to distribution of the Issue materials in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdictions. However, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act and may subject us to fines or penalties.

59. *Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.*

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation, cash flows or financial condition, or other events affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

60. The R-WAP facility proposed to be used for this Issue may be exposed to risks, including risks associated with payment gateways.

In accordance with SEBI Relaxation Circulars, a separate R-WAP facility (accessible at www.linkintime.co.in), has been instituted for making an Application in this Issue by resident Investors (only in the event such Investors are not able to utilize the ASBA facility for making an application despite their best efforts). Further, R-WAP is only an additional option and not a replacement of the ASBA process. On R-WAP, the resident Investors can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat. For details, see ***"Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process"*** on page 294-296.

Such payment gateways and mechanisms are faced with risks such as:

- keeping information technology systems aligned and up to date with the rapidly evolving technology in the payment services industries;
- scaling up technology infrastructure to meet requirements of growing volumes;
- applying risk management policies effectively to such payment mechanisms;
- keeping users' data safe and free from security breaches; and
- effectively managing payment solutions logistics and technology infrastructure.

Further, R-WAP is a new facility which has been instituted due to challenges arising out of the COVID-19 pandemic. We cannot assure you that R-WAP will not suffer from any unanticipated system failure or breakdown or delay, including failure on part of the payment gateway, and therefore, your application may not be completed or may be rejected. These risks are indicative and any failure to manage them effectively can impair the efficacy and functioning of the payment mechanism for this Issue. Since Application process through R-WAP is different from the ASBA process, there can be no assurance that investors will not find difficulties in accessing and using the R-WAP.

61. ***SEBI has recently, by way of circulars dated January 22, 2020, May 6, 2020, July 24, 2020 and January 19, 2021, streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars, and in this Draft Letter of Offer.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020, May 6, 2020, July 24, 2020 and January 19, 2021, and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. Further, while in accordance with the SEBI Rights Issue Circulars, the credit of Rights Entitlements shall be made into the demat accounts of the Eligible Equity Shareholders as on the Record Date, such Eligible Equity Shareholders shall participate in the Issue only in accordance with the applicable laws in their respective jurisdictions. For details, see ***"Terms of the Issue"*** beginning on page 289.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense escrow account (namely, [●]) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

62. ***Investors will be subject to market risks until the Equity Shares credited to the investors demat account are listed and permitted to trade.***

Investors can start trading the Equity Shares allotted to them only after they have been credited to an investor's demat account, are listed and permitted to trade. Since the Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that the Equity Shares allocated to an investor will be credited to the investor's demat account or that trading in the Equity Shares will commence in a timely manner.

63. ***Overseas shareholders may not be able to participate in our Company's future rights offerings or certain other equity issues.***

If our Company offers or causes to be offered to holders of its Equity Shares rights to subscribe for additional Equity Shares or any right of any other nature, our Company will have discretion as to the procedure to be followed in making such rights available to holders of the Equity Shares or in disposing of such rights for the benefit of such holders and making the net proceeds available to such holders. For instance, our Company may not offer such rights (including their credit) to the holders of Equity Shares who have a registered address in the United States unless: (i) a registration statement is in effect, if a registration statement under the U.S. Securities Act is required in order for our Company to offer such rights to holders and sell the securities represented by such rights; or (ii) the offering and sale of such rights or the underlying securities to such holders are exempt from registration under the provisions of the U.S. Securities Act and the U.S. Investment Company Act. Our Company has no obligation to prepare or file any registration statement. Accordingly, shareholders who have a registered address in the United States may be unable to participate in future rights offerings and may experience a dilution in their holdings as a result.

64. The trading price of our Equity Shares may be subject to volatility and you may not be able to sell your Equity Shares at or above the Issue Price.

The trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets in general experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could adversely affect the price of our Equity Shares.

65. Investors may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares.

Under current Indian tax laws, unless specifically exempted capital gains arising from the sale of the Equity Shares are generally taxable in India. Any gain realized on the sale of the Equity Shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax has been paid on the transaction (subject to section 112A of the Income Tax Act, 1961). The securities transaction tax will be levied on and collected by an Indian stock exchange on which the Equity Shares are sold. Any gain realized on the sale of the Equity Shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no securities transaction tax has been paid, will be subject to capital gains tax in India. Further, any gain realized on the sale of the Equity Shares held for a period of 12 months or less will be subject to capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

Additionally, in terms of the Finance Act, 2018, which has been notified on March 29, 2018 with effect from April 1, 2018, the tax payable by an assessee on the capital gains arising from transfer of long-term capital asset (introduced as section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 10%, where the long-term capital gains exceed Rs. 100,000, subject to certain exceptions in case of a resident individuals and HUF.

Further, the Finance Act, 2019 has made various amendments in the taxation laws and has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non -delivery basis is specified at 0.003% of the consideration amount. These amendments have been notified on December 10, 2019 however these amendments will come into effect from July 1, 2020.

66. Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares who have voted on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

67. Investors will not have the option of getting the allotment of Equity Shares in physical form.

In accordance with the SEBI ICDR Regulations, the Equity Shares shall be issued only in dematerialized form. Investors will not have the option of getting the allotment of Equity Shares in physical form. The Equity Shares Allotted to the Applicants who do not have demat accounts or who have not specified their demat details, will be kept in abeyance till receipt of the details of the demat account of such Applicants. For details, see “Terms of the Issue” on page 248. This may impact the ability of our shareholders to receive the Equity Shares in the Issue.

68. Fluctuations in the exchange rate between the Rupee and the U.S. dollar could have an adverse effect on the value of our Equity Shares, independent of our operating results.

Our Equity Shares are quoted in Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will be paid in Rupees and subsequently converted into U.S. dollars for repatriation. Any adverse movement in exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders. The exchange rate between the Rupee and the U.S. dollar has changed substantially in the last two decades and could fluctuate substantially in the future, which may have an adverse effect on the value of our Equity Shares and returns from our Equity Shares, independent of our operating results.

69. There is no guarantee that our Equity Shares will be listed, or continue to be listed, on the Indian stock exchanges in a timely manner, or at all, and prospective investors will not be able to immediately sell their Equity Shares on a Stock Exchange.

In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be applied for or granted until after our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of our Equity Shares. Accordingly, there could be a failure or delay in listing our Equity Shares on the NSE and BSE, which would adversely affect your ability to sell our Equity Shares.

70. **Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely affect the trading price of our Equity Shares.**

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the specified exceptions, then prior approval of the RBI will be required. In addition, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the income tax authority. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

71. **Any future issuance of Equity Shares by us or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares.**

Any future issuance of our Equity Shares by us could dilute your shareholding. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may also adversely affect the trading price of our Equity Shares, and could impact our ability to raise capital through an offering of our securities. We cannot assure you that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber their Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

72. ***The Equity Shares to be allotted may not be credited to your demat account in a timely manner and cannot be traded unless the listing and trading approval is received or at all.***

The Equity Shares that you purchase in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

SECTION III: INTRODUCTION

THE ISSUE

The Issue has been authorized by way of a resolution passed by our Board on July 14, 2021, pursuant to section 62(1)(a) of the Companies Act, 2013 and other applicable provisions. The terms of the Issue including the Record Date and Rights Entitlement Ratio, have been approved by a resolution passed by our Board at its meeting held on [●].

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, detailed information included in ***"Terms of the Issue"*** beginning on page 289.

Equity Shares being offered by our Company	Issue of upto [●] Equity Shares
Rights Entitlement	[●].
Fractional Entitlement	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in multiples of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.
Record Date	[●]
Face value per Equity Share	Rs. 10/- each.
Issue Price	[●]
Dividend	Such dividend as may be declared by our Board and our shareholders, as per applicable law.
Issue Size	Up to Rs. 22,500 Lakhs[#] *[#]To be adjusted as per the Rights Entitlement ratio.*
Equity Shares subscribed, paid–up and outstanding prior to the Issue	3,42,87,446 Equity Shares. For details, see ***"Capital Structure"*** beginning on page 62.
Equity Shares subscribed, paid–up and outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	[●]
Security codes for the Equity Shares	**ISIN for Equity Shares:** INE022I01019 **BSE Code:** 532888 **NSE Code:** ASIANTILES
ISIN for Rights Entitlements	[●]
Terms of the Issue	For details, see **"*Terms of the Issue*"** beginning on page 289
Use of Issue Proceeds	For details, see **"*Objects of the Issue*"** beginning on page 67

For details in relation fractional entitlements, see ***"Terms of the Issue – Fractional Entitlements"*** beginning on page 312.

Terms of Payment

(Amt. in Rs.)

Due Date	Amount Payable per Equity Share (Including Premium)
On the Issue application (i.e. along with the Application Form)	[●]

GENERAL INFORMATION

Our Company was originally incorporated as a Private Limited Company in the name of **"Karnavati Fincap Private Limited"** under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated August 08, 1995 issued by Registrar of Companies, Dadra & Nagar Haveli, Gujarat. Subsequently, our company was converted into Public Limited and name of company was changed to **"Karnavati Fincap Limited"** pursuant to issuance of Fresh Certification of Incorporation dated August 29, 1995 by Registrar of Companies, Dadra & Nagar Haveli, Gujarat. Further, our Company named was changed to **"Panchariya Textile Industries Limited**" on March 18, 1999 and thereafter on July 28, 2000 our company's name was changed to **"Vasudev Textile Industries Limited"** pursuant to issuance of Fresh Certification of Incorporation by Registrar of Companies, Dadra & Nagar Haveli, Gujarat. Subsequently, the name of our Company was changed to its present name, **Asian Granito India Limited** under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated November 25, 2002 issued by Registrar of Companies, Dadra & Nagar Haveli, Gujarat. The Corporate Identification Number of our company is L17110GJ1995PLC027025 and the Registered & Corporate office of our company is situated at 202, Dev Arc Opposite Iskon Tample, Ahmedabad GJ 380059 IN.

REGISTERED AND CORPORATE OFFICE OF OUR COMPANY

Asian Granito India Limited
202, Dev Arc, Opposite Iskon Tample,
Ahmedabad, Gujarat-380059, India
Tel: 079 – 66125500
Email: info@aglasiangranito.com
Website: www.asiangranito.com
Corporate Identification Number: L17110GJ1995PLC027025.
Company Registration Number: 027025

REGISTRAR OF COMPANIES

Our Company is registered with the RoC, which is situated at the following address:

Registrar of Companies
ROC Bhavan, Opp. Rupal Park Society,
Behind Ankur Bus Stop, Naranpura,
Ahmedabad, Gujarat – 380013
Website: www.mca.gov.in

COMPANY SECRETARY & COMPLIANCE OFFICER

Dhruti Mahesh Trivedi
G – 401, Indraprastha – 5, Opp. Auda Garden,
Prahladnagar, Ahmedabad City,
Ahmedabad – 380015 GJ
Tel: +91 – 9825800305
Email: legal1@aglasiangranito.com

STATUTORY AUDITOR OF OUR COMPANY

M/s. R.R.S & Associates
211, Kamal Complex, Nr. Stadium Circle,
Opp. SBI Bank, C.G. Road, Navranpura
Ahmedabad, 380009 Gujarat IN
Tel: +91 – 79 – 40063697
Email: rrs.partner@gmail.com
Contact Person: CA. Purva Shah
Firm Registration No: 118336W

BOOK RUNNING LEAD MANAGERS

Holani Consultants Private Limited 401 – 405 & 416 – 418, 4th Floor, Soni Paris Point, Jai Singh Highway, Bani Park, Jaipur – 302016. **Tel:** +91 – 141 – 2203996 **Fax:** +91 – 141 – 2201259 **Email:** ipo@holaniconsultants.co.in **Investor Grievance Id:** complaints.redressal@holaniconsultants.co.in **Website:** www.holaniconsultants.co.in **Contact Person:** Mr. Vipin Gupta **SEBI Registration No:** INM000012467	**BOI Merchant Bankers Limited** Star House 2, Plot No. C-4, "G" Block, 1st Floor Bandra Kurla Complex, Bandra (E), Mumbai-400051 **Tel:** 022 – 6131 2906 **Fax:** Not Available **Email:** info@boimb.com **Investor Grievance Id:** compliance@boimb.com **Website:** www.boimb.com **Contact Person:** Mr. Sanjay M. Phadke **SEBI Registration No:** INM000012201

LEGAL ADVISOR TO THE ISSUE

Chir Amrit Corporate LLP
6th Floor, 'Unique Destination',
Opp. Times of India, Tonk Road,
Jaipur – 302015, Rajasthan.
Tel: +91 – 141 – 4044500
E-mail: harsha@chiramritlaw.com
Contact Person: Advocate Harsha Totuka, Partner.
Website: www.chiramritlaw.com

REGISTRAR TO THE ISSUE

Link Intime India Private Limited
C – 101, 247 Park, LBS Marg, Vikhroli (West),
Mumbai – 400083, Maharashtra, India
Tel: +91 – 22 – 49186200
Fax: +91 – 22 – 49186060
Website: www.linkintime.co.in
Email: agl.rights@linkintime.co.in
Investor Grievance id: agl.rights@linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process or R-WAP may be addressed to the Registrar to the Issue, with a copy to the SCSB (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e-acknowledgement (in case of R-WAP process). For details on the ASBA process and R-WAP process, see ***"Terms of the Issue"*** beginning on page 289.

Experts Opinion

Our Company has received a written consent dated August 18, 2021 from our Statutory Auditors, R.R.S & Associates, to include their names in this Draft Letter of Offer as an "expert", as defined under applicable laws, to the extent and in their capacity as statutory auditors, and in respect of the reports issued by them and the Statement of Special Tax Benefits, included in this Draft Letter of Offer. Such consent has not been withdrawn as on the date of this Draft Letter of Offer. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

BANKER TO THE ISSUE

[●]*
[●]
Tel: [●]
Fax: [●]
E-mail: [●]
Contact Person: [●]
Website: [●]
SEBI Registration No.: [●]

**Banker to the Issue details shall be update at the time of filing the Letter of Offer.*

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

ISSUE SCHEDULE

Event	Indicative Date
Last Date for credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last date for On Market Renunciation of Rights Entitlements #	[●]
Issue Closing Date*	[●]

Finalization of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

 # Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

** Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●]

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company, the Lead Managers or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. Further, it is also encouraged that the applications are submitted well in advance before Issue Closing Date, due to prevailing COVID-19 related conditions. For details on submitting Application Forms, see ***"Terms of the Issue - Process of making an Application in the Issue"*** beginning on page 291.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at www.linkintime.co.in. after keying in their respective details along with other security control measures implemented thereat. For further details, see ***"Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders"*** beginning on page 307-309.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

INTER – SE ALLOCATIONOF RESPONSIBILITIES

The following table sets forth the responsibilities of the Lead Managers for various activities in relation to the Issue:

S. No.	Activities	Responsibility	Coordinator
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, etc.	HCPL	HCPL
2.	Drafting and design of the offer document, application form and abridged letter of offer, and of the advertisement or publicity material including newspaper advertisements.	HCPL	HCPL

3.	Selection of various intermediaries / agencies connected with the issue, such as registrars to the issue, printers, advertising agencies, bankers to the issue, collection centres as per schedule XII of SEBI (ICDR) Regulations, etc.	HCPL BOIMBL	HCPL
4.	Marketing of the issue, which shall cover, inter alia, formulating marketing strategies, preparation of publicity budget, arrangements for selection of (i) media, (ii) centres for holding conferences of media, stock brokers, investors, etc., (iii) brokers to the issue, and (iv) Quantum and distribution of publicity and issue material including offer documents, application form and abridged letter of offer.	HCPL BOIMBL	HCPL
5.	Drafting, design and distribution of the Rights Entitlement letter	HCPL	HCPL
6.	Submission of 1% security deposit for the Rights Issue	HCPL	HCPL
7.	Co-ordination with stock exchanges and formalities for use of online software, bidding terminal, mock trading, etc.	HCPL	HCPL
8.	Post-issue activities, including essential follow-up with bankers to the issue and self-certified syndicate banks to get quick estimates of subscription and advising the issuer about the closure of the issue, finalization of the basis of allotment after weeding out multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds/unblocking and co-ordination with various agencies connected with the post-issue activity such as registrars to the issue, bankers to the issue and self-certified syndicate banks.	HCPL BOIMBL	HCPL

CREDIT RATING

This being an issue of Equity Shares, credit rating is not required.

DEBENTURE TRUSTEES

Since this is not a debenture issue, appointment of debenture trustee is not required.

MONITORING AGENCY

Our Company has appointed [●] as the Monitoring Agency, in accordance with Regulation 82 of the SEBI ICDR Regulations, to monitor the utilization of Net Proceeds.

[●]*
[●]
Telephone: [●]
E-mail: [●]
Website: [●]
Contact Person: [●]

**Monitoring Agency details shall be update at the time of filing the Letter of Offer.*

UNDERWRITER

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

MINIMUM SUBSCRIPITION

The objects of the Issue involve financing other than financing of capital expenditure for a project and our Promoter and Promoter Group has undertaken to subscribe (i) to the full extent of its respective Rights Entitlements, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR; (ii) have also confirmed that they shall not renounce their Rights Entitlements, except to the extent of renunciation within the promoter group and (iii) In addition, our Promoter and Promoter Group reserves the right to subscribe to the unsubscribed portion in the Issue, if any, to the extent that the amount involved in such subscription of the unsubscribed portion in the Issue, subject to compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws. Accordingly, in terms of the Regulation 86 of SEBI ICDR Regulations, the requirement of minimum subscription in the Issue is not applicable.

Any participation by our Promoter, over and above its Rights Entitlements, shall not result in a breach of the minimum public shareholding requirements prescribed under applicable law.

FILING

Our company complies with the Regulation 99 of SEBI (ICDR) Regulations, 2018 under the Fast-Track eligibility criteria. This Draft Letter of Offer has been filed with Stock Exchanges (BSE and NSE) for its observations. After Stock Exchanges give its observations and In-principle approval, the final Letter of Offer will be filed with the Designated Stock Exchange as per the provisions of the SEBI ICDR Regulations.

Further, in terms of the SEBI (ICDR) Regulations, Our Company will simultaneously after filing this Letter of Offer with the Designated Stock Exchange, do an online filing with SEBI through SEBI Intermediary portal at https://siportal.sebi.gov.in in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by SEBI and in light of the SEBI notification dated March 27, 2020, our Company will submit a copy of this Letter of Offer to the email address: cfddil@sebi.gov.in.

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft letter of offer and after giving effect to the Issue is set forth below:

(Amount in Lakhs except share data)

S.No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
A.	**AUTHORISED SHARE CAPITAL**		
	*6,50,00,000 Equity Shares of face value of Rs. 10/- each	6,500.00	
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**		
	3,42,87,446 Equity Shares of face value of Rs. 10/- each	3,428.74	
C.	**PRESENT ISSUE IN TERMS OF THIS DRAFT LETTER OF OFFER**		
	Fresh Issue of Upto [●] Equity Shares of Face value of Rs. 10/- each at a price of Rs. [●]/- Per Equity Share	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE**		
	[●] Equity Shares of face value of Rs. 10/- each	[●]	[●]
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue	14,830.50	
	After the Issue	[●]	

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on July 14, 2021. In terms of the requirements of the SEBI Listing Regulations, our Company has intimated to the Stock Exchanges regarding the resolution of the Board of Directors passed on July 14, 2021 through its letter dated July 14, 2021.

*Pursuant to an Ordinary resolution passed at the Extra Ordinary General Meeting of the Shareholders held on August 12, 2021, the Authorised Share Capital of our Company has been increased from the existing share capital of Rs. 4,750 lakhs divided into 4,75,00,000 Equity Shares of Rs. 10/- each to Rs. 6,500 lakhs divided into 6,50,00,000 Equity Shares of Rs. 10/- each.

As on the date of this draft letter of offer, company has no outstanding instruments which are liable to be converted into equity shares.

NOTES TO CAPITAL STRUCTURE

1. **Intention and extent of participation by our Promoters and Promoter Group in the Issue:**
Our Promoters and Promoter Group have, vide their letters (the "Subscription Letters") undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations.

The additional subscription by the promoters shall be made subject to such additional subscription not resulting in the minimum public shareholding of the issuer falling below the level prescribed in LODR/ SCRR. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

The Lead Manager and its respective associates (determined as per the definition of 'associate company' under the Companies Act, 2013 and as per definition of the term 'associate' under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares as on the date of this Draft letter of Offer.

2. **The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the Takeover Regulations is Rs. [●]/- per equity share.**

3. **Shareholding Pattern of our Company as per the last filing with the Stock Exchanges**:

a). The Shareholding Pattern of our Company as on June 30, 2021 can be accessed on the website of the BSE at https://www.bseindia.com/stock-share-price/shp/scripcode/532888/flag/7/ or on the website of NSE at https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern.

b). The statement showing the holding of Equity Shares of persons belonging to the category "Promoter and Promoters Group" as on June 30, 2021 can be accessed on the website of the BSE at Shareholding Pattern (bseindia.com) and the NSE at Corporate Filings Shareholding Patterns - Equity, SME - NSE India

c). The Statement of showing the details of shares pledged, encumbrance by promoters and promoter group as on June 30, 2021 can be accessed on the website of BSE at https://www.bseindia.com/corporates/sastpledge_new.html?scripcd=532888
or on the website of NSE at https://www.nseindia.com/get-quotes/equity?symbol=ASIANTILES

d). Details of shares locked-in by promoters and promoter group is as follows:

S.No.	Name	Category	No. of shares Lock in	Lock in Expiry Date
1	Kamleshkumar Bhagubhai Patel	Promoter	2,88,888	July 21, 2024
2	Kamleshkumar Bhagubhai Patel	Promoter	9,61,112	August 6, 2024
3	Mukeshbhai Jivabhai Patel	Promoter	76,000	August 6, 2024
4	Mukeshbhai Jivabhai Patel	Promoter	1,04,000	July 31, 2024
5	Mukeshbhai Jivabhai Patel	Promoter	3,12,000	August 14, 2024
6	Mukeshbhai Jivabhai Patel	Promoter	1,33,000	August 22, 2024
7	Sureshbhai Jivabhai Patel	Promoter Group	6,25,000	July 31, 2024
	Grand Total		**25,00,000**	

4. **Except below, there is no shares purchased/sold by the promoters and promoters' group during last one Year: -**

Date of Acquisition / Sale	Name of the Person	Party Category	No. Of Shares Acquire / Disposed	Value of Securities Acquired / Disposed	Type of Transaction Buy / Sale	Mode of Acquisition
(A)						
November 27, 2020	Kamleshkumar Bhagubhai Patel	Promoter	25,000	75,76,148	Acquisition	Market Purchase
December 02, 2020	Kamleshkumar Bhagubhai Patel	Promoter	50,000	1,51,59,465	Acquisition	Market Purchase
December 09, 2020	Kamleshkumar Bhagubhai Patel	Promoter	25,000	74,19,497	Acquisition	Market Purchase
March 08, 2021	Kamleshkumar Bhagubhai Patel	Promoter	2,88,888	5,19,99,840	Acquisition	Allotment
March 25, 2021	Kamleshkumar Bhagubhai Patel	Promoter	9,61,112	17,30,00,160	Acquisition	Allotment
June 10, 2021 to June 11, 2021	Kamleshkumar Bhagubhai Patel	Promoter	(3,00,000)	(5,64,31,544)	Disposal	Market Sale
June 14, 2021	Kamleshkumar Bhagubhai Patel	Promoter	(1,50,000)	(2,80,66,492)	Disposal	Market Sale
June 15, 2021	Kamleshkumar Bhagubhai Patel	Promoter	(1,50,000)	(2,80,87,661)	Disposal	Market Sale
June 16, 2021	Kamleshkumar Bhagubhai Patel	Promoter	(1,50,000)	(2,78,57,697)	Disposal	Market Sale
June 17, 2021	Kamleshkumar Bhagubhai Patel	Promoter	(1,50,000)	(2,80,38,745)	Disposal	Market Sale
June 18, 2021	Kamleshkumar Bhagubhai Patel	Promoter	(1,50,000)	(2,66,13,186)	Disposal	Market Sale
June 21, 2021	Kamleshkumar Bhagubhai Patel	Promoter	(1,49,999)	(2,63,99,978)	Disposal	Market Sale
(B)						
March 23, 2021	Mukeshbhai Jivabhai Patel	Promoter	1,04,000	1,87,20,000	Acquisition	Allotment
March 25, 2021	Mukeshbhai Jivabhai Patel	Promoter	76,000	1,36,80,000	Acquisition	Allotment
March 31, 2021	Mukeshbhai Jivabhai Patel	Promoter	3,12,000	5,61,60,000	Acquisition	Allotment
April 05, 2021	Mukeshbhai Jivabhai Patel	Promoter	1,33,000	2,39,40,000	Acquisition	Allotment
June 04, 2021	Mukeshbhai Jivabhai Patel	Promoter	(1,50,000)	(2,71,92,436)	Disposal	Market Sale
June 07, 2021	Mukeshbhai Jivabhai Patel	Promoter	(1,50,000)	(2,70,11,973)	Disposal	Market Sale
June 08, 2021 to June 09, 2021	Mukeshbhai Jivabhai Patel	Promoter	(2,99,579)	(5,41,83,120)	Disposal	Market Sale
June 21, 2021	Mukeshbhai Jivabhai Patel	Promoter	(1,17,657)	(2,06,01,909)	Disposal	Market Sale
(C)						
June 04, 2021	Rameshbhai B. Patel	Promoter	(50,000)	(89,98,437)	Disposal	Market Sale
(D)						
June 17, 2021 to June 18, 2021	Hasmukhbhai D Patel	Promoter	(1,95,336)	(3,56,20,000)	Disposal	Market Sale

(E)						
March 23, 2021	Sureshbhai Jivabhai Patel	Promoter Group	6,25,000	11,25,00,000	Acquisition	Allotment
June 03, 2021	Sureshbhai Jivabhai Patel	Promoter Group	2,39,000	4,48,96,510	Acquisition	Market Purchase
June 03, 2021	Sureshbhai Jivabhai Patel	Promoter Group	(2,39,000)	(4,58,16,300)	Disposal	Market Sale
June 04, 2021	Sureshbhai Jivabhai Patel	Promoter Group	(1,50,000)	(2,70,93,869)	Disposal	Market Sale
June 07, 2021	Sureshbhai Jivabhai Patel	Promoter Group	(88,524)	(1,59,46,289)	Disposal	Market Sale
(F)						
June 03, 2021	Chhayaben S. Patel	Promoter Group	(1,08,000)	(2,09,01,098)	Disposal	Market Sale
June 07, 2021	Chhayaben S. Patel	Promoter Group	(430)	(77,619)	Disposal	Market Sale
(G)						
June 03, 2021	Bhanuben M Patel	Promoter Group	(1,21,600)	(2,27,28,710)	Disposal	Market Sale
(H)						
June 03, 2021 to June 04, 2021	Bhogibhai B. Patel	Promoter Group	(2,94,160)	(5,40,86,264)	Disposal	Market Sale
June 25, 2021	Bhogibhai B. Patel	Promoter Group	1,26,710	0	Acquisition	Inheritance
(I)						
June 03, 2021	Dimpalben B. Patel	Promoter Group	(68,340)	(1,27,73,888)	Disposal	Market Sale
(J)						
June 04, 2021	Hiraben B. Patel	Promoter Group	(72,760)	(1,32,56,556)	Disposal	Market Sale
(K)						
June 04, 2021	Hinaben K. Patel	Promoter Group	(1,50,000)	(2,73,84,660)	Disposal	Market Sale
June 7, 2021	Hinaben K. Patel	Promoter Group	(66,150)	(1,18,61,410)	Disposal	Market Sale
(L)						
June 04, 2021	Bhagubhai P. Patel	Promoter Group	(1,33,700)	(2,49,61,378)	Disposal	Market Sale
(M)						
June 18, 2021	Danjibhai P Patel	Promoter Group	(33,726)	(59,85,000)	Disposal	Market Sale
(N)						
June 18, 2021	Ushaben D. Patel	Promoter Group	(8,731)	(15,45,000)	Disposal	Market Sale
(O)						
June 25, 2021	Bhikhabhai Patel	Promoter Group	(1,26,710)	0	Disposal	Inheritance
(P)						
November 25, 2020	Kamleshbhai Bhagubhai Patel HUF	Promoter Group	52,500	1,57,89,213	Acquisition	Market Purchase

November 26, 2020	Kamleshbhai Bhagubhai Patel HUF	Promoter Group	20,000	61,97,821	Acquisition	Market Purchase
February 15, 2021	Kamleshbhai Bhagubhai Patel HUF	Promoter Group	25,000	64,24,948	Acquisition	Market Purchase
February 16, 2021	Kamleshbhai Bhagubhai Patel HUF	Promoter Group	17,000	41,88,478	Acquisition	Market Purchase
(Q)						
November 24, 2020	Bhagubhai P. Patel HUF	Promoter Group	35,000	1,02,68,546	Acquisition	Market Purchase
November 25, 2020	Bhagubhai P. Patel HUF	Promoter Group	47,500	1,42,64,212	Acquisition	Market Purchase
November 26, 2020	Bhagubhai P. Patel HUF	Promoter Group	15,000	46,48,435	Acquisition	Market Purchase
June 03, 2021	Bhagubhai P. Patel HUF	Promoter Group	(2,25,200)	(4,20,92,827)	Disposal	Market Sale
(R)						
June 03, 2021	Sureshbhai Jivabhai Patel HUF	Promoter Group	(1,48,000)	(2,85,68,720)	Disposal	Market Sale
June 07, 2021	Sureshbhai Jivabhai Patel HUF	Promoter Group	(36)	(6,501)	Disposal	Market Sale
(S)						
June 03, 2021 to June 04, 2021	Jivabhai Jethabhai Patel HUF	Promoter Group	(1,49,600)	(2,79,79,566)	Disposal	Market Sale
(T)						
June 03, 2021	Mukeshbhai Jivabhai Patel HUF	Promoter Group	(98,710)	(1,84,16,065)	Disposal	Market Sale
(U)						
June 18, 2021	Dipakbhai D. Patel HUF	Promoter Group	(11,300)	(20,00,000)	Disposal	Market Sale
(V)						
June 18, 2021	Dipakbhai D. Patel	Promoter Group	(20,000)	(35,22,000)	Disposal	Market Sale

5. List of Shareholders holding 1% or more of the Paid-up Capital of the Company as last disclosed to the stock exchange:

S. No.	Name of Shareholders	No. of Equity Shares Held	% Of Paid-Up Capital
1	Kamleshbhai Bhagubhai Patel	38,73,742	11.29%
2	Mukeshbhai Jivabhai Patel	22,06,938	6.44%
3	Sureshbhai Jivabhai Patel	19,30,010	5.63%
4	Carnex Vinimay Pvt Ltd	11,09,749	3.24%
5	Kapashi Commercial Ltd	7,50,000	2.19%
6	Salsett Vinimay Pvt Ltd	5,00,000	1.46%
7	Hemangi Bankim Shah	3,50,000	1.02%
	Grand Total	**1,07,20,439**	**31.27%**

OBJECTS OF THE ISSUE

Our company proposes to utilize the net proceeds from the issue towards funding the following objects:

- Part repayment / Pre-payment of certain secured loans availed from lenders;
- To meet working capital requirements; and
- General corporate expenses.

We intend to utilize the gross proceeds raised through the Issue (the "**Issue Proceeds**") after deducting the Issue related expenses ("**Net Proceeds**") for the abovementioned Objects.

The objects set out in the Memorandum of Association enable us to undertake our existing activities and the activities for which funds are being raised by us through the Issue.

ISSUE PROCEEDS

The details of the Issue Proceeds are summarized below:

(Rs. in Lakhs)

Purpose	Estimated Amount*
Gross proceeds from the issue	[●]
Less: Issue related expenses	[●]
Net Proceeds from the issue	[●]

**To be determined on finalization of the Issue Price and updated in the Letter of Offer at the time of filing with the Stock Exchanges.*

REQUIREMENT OF FUNDS AND UTILIZATION OF NET PROCEEDS

We intent to utilize the Net Proceeds in the manner set out in the following table:

(Rs. in Lakhs)

S.No.	Purpose	Estimated Amount*
1	Part repayment / Pre-payment of certain secured loans availed from lenders	8,000.00
2	To meet working capital requirements	[●]
3	General corporate expenses*	[●]
	Total **	**[●]**

** Subject to the finalization of the Basis of Allotment and the Allotment. The amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall general corporate purposes exceed 25% of the Net Proceeds.*
*** Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.*

MEANS OF FINANCE

The funding requirements mentioned above are based on inter alia our Company's internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, costs of commodities, interest or exchange rate fluctuations. Our Company proposes to meet the entire funding requirements for the proposed objects of the Issue from the Net Proceeds and identifiable internal accruals. Therefore, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS

We propose to deploy the Net Proceeds towards the objects of the Issue in accordance with the estimated schedule of implementation and deployment of funds during the FY 2021-22.

Our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our Board. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them. Further, in the event of any shortfall of funds for any of the activities proposed to be financed out of the Net Proceeds, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Our Company may also utilize any portion of the Net Proceeds, towards the aforementioned objects of the Issue, ahead of the estimated schedule of deployment specified above.

In the event that the estimated utilization of the Net Proceeds in a scheduled fiscal year is not completely met, the same shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding other existing objects, if required and towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Net Proceeds in accordance with the SEBI ICDR Regulations.

Details of the Objects of the Issue are as below:

1. **Part repayment/ Pre-payment of all or a portion of certain outstanding borrowings including interest availed by our Company**

   Our Company proposes to utilize aggregate amount of Rs. 8,000.00 Lakhs from the Net Proceeds towards full or partial repayment / pre-payment of the secured loans availed by our Company. This reduction and extent of loans proposed to be repaid from our Company's loans as mentioned below will be based on various commercial considerations including, among others, the cost, expenses and charges relating to the facility including interest rate of the relevant loan, the amount of loan outstanding, presence of onerous terms and conditions under the facility, levy of any pre-payment penalties and quantum thereof, provision of any law, rules, regulations governing such borrowings, terms of pre-payment to lenders, if any and mix of credit facilities provided by the lenders.

   Given the nature of these borrowings and the repayment, the aggregate outstanding amounts under these loans may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to allotment. However, the aggregate amount to be utilized from the Net Proceeds towards prepayment or repayment of loans in part or full, would not exceed Rs. 8,000.00 Lakhs. The prepayment or repayment will help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favorable debt to equity ratio and enable utilization of our internal accruals for further investment in business growth and expansion. In addition, we believe that the leverage capacity of our Company will improve our ability to raise further resources at more favorable terms in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

Secured loans availed from Banks and which are proposed to be repaid, partly or fully are tabulated below:

(Rs. in Lakhs)

Name of the lender	Purpose / type of loan*	Sanctioned Amount	Outstanding Amount as on July 31, 2021	Rate of Interest (Per annum)%	Tenor/ Repayment Schedule
State Bank of India	Working Capital	11,700.00	7,041.00	0.95% + MCLR 6 M	Repayable on Demand
HDFC Bank Ltd.	Working Capital	2,700.00	363.00	7.90%	Repayable on Demand
IndusInd Bank	Working Capital	100.00	64.00	MCLR OD 1 Yr + 1.05%	Repayable on Demand

**The financing arrangement of the Company is under Consortium Banking with SBI, HDFC & IndusInd, SBI being the Lead Bank.*

Terms and Conditions

A. State Bank of India – Cash Credit Limits

- ***Sub-Limits (Part of the CC limit)***

(Amount in Lakhs)

Category of Borrowing	*Sanctioned Amount*
EPC / PCFC, FBD / FBP	*1,000.00*

- ***Security Details***

Primary security: *Hypothecation (Pari-Passu First Charge) over Current Assets including Raw materials, stock-in-progress, finished goods, stores & spares, receivables and other current assets of Vitrified/Wall/Marble Division (Dalpur Unit) and Ceramic division (Idar Unit) of the company with other WC lenders.*

Collateral Security: *Pari-Passu 2nd charge over Entire Fixed Assets (movable & immovable), plant & machinery of the company, including Factory land & building bearing Survey No. 160, 147-A & 162 (Dalpur), 16 (Jawanpura) & 204/1 (Vanku), situated at Dalpur, Jawanpura, Vanku, (Semi Urban), Admeasuring Total Area: 256725*

Personal Guarantee of the following:

- *Shri Sureshbhai J Patel;*
- *Shri Bhogibhai B Patel;*
- *Shri Kanubhai B Patel;*
- *Shri Bhavesh V Patel;*
- *Shri Mukeshbhai J Patel; and*
- *Shri Kamleshbhai B Patel*

B. **HDFC Bank Limited – Cash Credit Limits**

- ***Sub-Limits (Part of the CC limit)***

(Amount in Lakhs)

Category of Borrowing	*Sanctioned Amount*
Working Capital Demand Loan	*3,000.00*
Export Credit	*1,100.00*
Letter of Credit	*1,000.00*
Bank Guarantee	*1,000.00*
Standby Letter of Credit (SBLC)	*1,000.00*

- ***Security Details***

Primary security: *First charge on entire current assets of the Company on pari passu basis with SBI and IndusInd Bank Limited, both present and future.*

Collateral Security: *Second pari passu charge over the following fixed assets of the company with WC Bankers:*

- *Block No. 160, 147A and 162 Village: Dalpur, Taluka: Prantij, District: Sabarkantha, in the state of Gujarat (Vitrified/Wall/Marble Division)*
- *Survey No. 16 (paiki), village: Jawanpura, Taluka: Idar, District: Sabarkantha, in the state of Gujarat (Ceramic Division)*
- *Survey No. 204/1, Paiki, Village Vanku, Taluka Abdasa, District Kutch, Gujarat (Windmill Unit)*

Personal Guarantee of the following:

- *Shri Sureshbhai J Patel;*
- *Shri Bhogibhai B Patel;*
- *Shri Kanubhai B Patel;*
- *Shri Bhavesh V Patel;*
- *Shri Mukeshbhai J Patel; and*
- *Shri Kamleshbhai B Patel*

C. **IndusInd Bank – Cash Credit Limits**

- ***Sub-Limits (Part of the CC limit)***

(Amount in Lakhs)

Category of Borrowing	*Sanctioned Amount*
*Working Capital Demand Loan**	*100.00*

**WCDL will be for a minimum duration of one month and maximum of 6 months at a time.*

- ***Security Details***

Primary security: *First pari-passu charge on Hypothecation of the entire Inventory & Book Debts for value 53,800 Lakhs of the Borrower.*
Security condition: - Current Assets of Vitrified/ Wall Tile / Marble division (Dalpur Unit) & Ceramic Division (Idar Unit) Of the Company.

Collateral Security: *Second pari-passu charge on Hypothecation of the entire plant, machinery and other equipments for value 10,918 Lakhs of the borrower, Equitable mortgage with SBI and IndusInd Bank Limited of Survey No: 160, 147-A & 162 (Dalpur), 16 (Jawanpura) & 204/1 (Vanku), situated at Dalpur, Jawanpura & Vanku respectively.*

Personal Guarantee of the following:

- *Shri Sureshbhai J Patel;*
- *Shri Bhogibhai B Patel;*
- *Shri Kanubhai B Patel;*
- *Shri Bhavesh V Patel;*
- *Shri Mukeshbhai J Patel; and*
  Shri Kamleshbhai B Patel

Our Company may avail further loans after the date of filing of this Draft Letter of Offer. If at the time of utilization of the Net Proceeds, any of the above-mentioned loans are repaid in part or full or refinanced or if any additional amounts are drawn down on the working capital borrowing or if the limits under the working capital borrowing are increased, then the Company will utilize the Net Proceeds to pre-pay or repay such refinanced or additional debt, not exceeding Rs. 8,000.00 Lakhs.

2. Working Capital Requirements

Our Company requires additional working capital for funding its working capital requirements in the Financial Year 2021-22. The funding of the working capital requirements of our Company will lead to a consequent increase in our profitability.

Basis of estimation of working capital requirement

The details of our Company's working capital as at March 31, 2021 and March 31, 2020 and source of funding of the same are provided in the table below:

S. No.	Particulars	FY 2019-20		FY 2020-21	
		Amount *(In Lakhs)*	Holding Period *(In Months)*	Amount *(In Lakhs)*	Holding Period *(In Months)*
I	**Current Assets**				
1	Inventories				
	- Raw Material	3,702.51	0.65	4,157.35	0.68
	- Stores and Spares	2,406.83	20.10	2,736.40	30.64
	- Work-in-Progress	1,749.25	0.24	2,062.52	0.28
	- Finished Goods	12,408.72	1.68	13,160.63	1.79
2	Sundry Debtors				
	- Domestic	29,746.50	4.22	31,929.94	4.57
	- Export	3,851.87	2.78	3,128.14	1.90
3	Cash and Bank Balances	231.03	-	1,080.57	-
4	Other Current Assets	5,336.53	-	6,362.60	-
	Total (I)	**59,433.24**	**-**	**64,618.15**	**-**
II	**Current Liabilities**				
1	Sundry Creditors	24,349.18	4.18	23,567.92	3.82
2	Other Current Liabilities	4,094.45	-	6,013.07	-
	Total (II)	**28,443.63**	**-**	**29,580.99**	**-**
III	**Working Capital Requirement**	**30,989.61**	**-**	**35,037.16**	**-**

IV	Means of Finance				
1	Short Term Borrowings	15,713.41	-	8,822.33	-
2	Networth / Internal Accruals	15,276.20	-	26,214.83	-
	Total (IV)	**30,989.61**	**-**	**35,037.16**	**-**

**Pursuant to the certificate dated dt. 21st August, 2021 issued by M/s. RRS & Associates, Chartered Accountants and Statutory Auditor of the company.*

On the basis of the existing working capital requirements of the Company and the incremental and proposed working capital requirements, the details of our Company's expected working capital requirements, as approved by the Board of Directors, for the Fiscal 2021 and Fiscal 2022 and funding of the same are as provided in the table below:

Details of Projected Working Capital Requirements

S. No.	Particulars	FY 2021-22		FY 2022-23	
		Amount *(In Lakhs)*	Holding Period *(In Months)*	Amount *(In Lakhs)*	Holding Period *(In Months)*
I	**Current Assets**				
1	Inventories				
	- Raw Material	4,280.88	0.58	5,555.52	0.58
	- Stores and Spares	2,817.71	28.67	3,239.90	28.67
	- Work-in-Progress	2,123.81	0.24	2,694.52	0.24
	- Finished Goods	13,551.71	1.52	17,014.26	1.55
2	Sundry Debtors				
	- Domestic	35,047.21	4.21	43,695.76	4.21
	- Export	4,331.68	2.08	5,397.10	2.08
3	Cash and Bank Balances	2,091.70	-	1,689.27	-
4	Other Current Assets	5,762.30	-	3,762.30	-
	Total (I)	**70,007.00**	**-**	**83,048.63**	**-**
II	**Current Liabilities**				
1	Sundry Creditors	5,914.74	0.79	7,696.47	0.79
2	Other Current Liabilities	5,020.88	-	6,377.54	-
	Total (II)	**10,935.62**	**-**	**14,074.01**	**-**
III	**Working Capital Requirement**	**59,071.38**	**-**	**68,974.62**	**-**
IV	**Means of Finance**				
1	Short Term Borrowings	6,500.00	-	6,500.00	-
2	Networth / Internal Accruals	44,196.38	-	54,099.62	-
3	Net Proceeds from Right Issue	8,375.00	-	8,375.00	-
	Total (IV)	**59,071.38**	**-**	**68,974.62**	**-**

***Pursuant to the certificate dated August 21, 2021 issued by M/s. R R S & Associates, Chartered Accountants and Statutory Auditor of the company.*

Reasons for raising additional working capital

Justifications for Holding Period level mentioned in the table above are provided below:

Particulars	Justification for Holding Levels
Current Assets:	
Inventories	Increase in inventory is on account of sales growth across all the segments. In order to achieve cost competitiveness, shorter leads times and support our increasing operations, we aim to stock efficient raw materials, stores and spares, work-in-process and finished goods including stock-in-trade inventory levels and maintain them at similar holding levels for subsequent financial years.
Trade Receivables	Credit period for trade receivables, domestic as well as exports, for future estimates is assumed to be in line with the credit period of previous financial years. They are expected to be at the same levels as we expect to realize our receivables in the same manner as done previously to grow our operations. Our management believes that the existing credit period to our customers is reasonable for our business operations.
Current Liabilities:	
Trade Payables	Credit Period for trade payables has been reduced. Since, one of the objects of IPO is to meet the working capital requirements of the company, our management is planning to pay off majority of our creditors from the Net Issue Proceeds which would result in lower holding period levels in the subsequent periods. We expect to achieve better and favorable pricing terms by adhering minimum payables credit period which would help us in maintaining good terms with our creditors.

3. **General Corporate Purposes**

The remaining Net Proceeds, if any, shall be utilised towards general corporate purposes and the amount to be utilized for general corporate purposes shall not exceed 25% of the Net Proceeds. Such utilisation towards general corporate purposes shall be to drive our business growth, including, amongst other things, funding growth opportunities, including strategic initiatives and joint ventures, acquiring assets such as plant and machineries, immovable properties, leasehold improvements and intangibles, prepayment or repayment of borrowings availed by our Company and Subsidiaries, working capital requirements, meeting of exigencies which our Company may face in the course of any business, brand building and other marketing expenses and any other purpose as permitted by applicable laws; subject to meeting regulatory requirements and obtaining necessary approvals / consents, as applicable.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Board will have flexibility in utilizing surplus amounts, if any.

ISSUE RELATED EXPENSES

The Issue related expenses include, among others, fees to various advisors, printing and distribution expenses, advertisement expenses and registrar and depository fees. The estimated Issue related expenses are as follows:

(Rs. In lakhs)

Particulars	Expenses[1]	As % of total expenses	As % of Gross Issue size
Fees payable to the Book Running Lead Managers (including out of pocket expenses)	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Legal Advisors	[●]	[●]	[●]
Fees payable to the Registrar to the Issue	[●]	[●]	[●]
Fees payable to the to the Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of Issue stationary	[●]	[●]	[●]
Others (bankers to the Issue, auditor's fees etc.)	[●]	[●]	[●]
Total estimated Issue Expenses	[●]	[●]	[●]

As on the date of the Draft Letter of Offer, our Company has incurred Rs. 52,65,900/- towards Issue expenses out of internal accruals as on August 19, 2021. The same has been certified by R.R.S & Associates, Chartered Accountants, Statutory Auditors of the Company vide their certificate dated August 20, 2021.

[1]Amount will be finalised at the time of filing of the Letter of Offer and determination of Issue Price and other details.

INTERIM USE OF FUNDS

Pending utilization of the proceeds of the Issue for the purposes described above, our Company will temporarily invest the Net Issue Proceeds in deposits with scheduled commercial banks included in second schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Net Issue Proceeds for any investment in equity and/ or real estate products and/ or equity linked and/ or real estate linked products.

APPRAISAL BY APPRAISING AGENCY

None of the objects have been appraised by any bank or financial institution or any other independent third – party organizations.

BRIDGE FINANCING FACILITIES

As on the date of this Draft Letter of Offer, we have not entered into any bridge financing arrangements which is subject to being repaid from the Issue Proceeds.

MONITORING OF UTILIZATION OF FUNDS

Our Company has appointed [●] as the Monitoring Agency for the Issue. Our Board and the Monitoring Agency shall monitor the utilization of the proceeds of the Issue and the monitoring agency shall submit a report to our Board as required under the relevant SEBI ICDR Regulations. Our Company shall publicly disseminate such report in such manner and within such timeline as prescribed under the SEBI ICDR Regulations. Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee, the uses and applications of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if necessary.

Further, according to the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement on material deviations and variations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above. Our Company will disclose the utilization of the Net Proceeds under an appropriate separate head along with details in our balance sheet(s) until such time as the Net Proceeds remain unutilized clearly specifying the purpose for which such Net Proceeds have been utilized. This information will also be published in newspapers simultaneously with the interim or annual financial results after review by the Audit Committee and its explanation in the director's report.

OTHER CONFIRMATIONS

No part of the Net Proceeds will be paid by us to the promoter and promoter group, the directors, associates or key management personnel or group companies, except in the normal course of business and in compliance with the applicable law. There are no material existing or anticipated transactions in relation to utilization of Net Proceeds with our Promoter, our Directors, Key Managerial Personnel and our Associate Company. Our Company does not require any material government and regulatory approvals in relation to the objects of the Issue.

STATEMENT OF SPECIAL TAX BENEFITS

Statement of special tax benefits available to the Asian Granito India Limited and its Shareholders.

To,
The Board of Directors
Asian Granito India Limited
202, Dev Arc, Opp. Iskcon Temple
S.G. Highway, Ahmedabad – 380015.

Dear Sirs,

Statement of Special Tax Benefits available to Asian Granito India Limited and its shareholders under the Indian tax laws

1) We hereby confirm that the enclosed Annexure 1 and 2 **(together "the Annexures")**, prepared by Asian Granito India Limited **('the Company')**, provides the special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 **('the Act')** as amended by the Finance Act 2021, i.e. applicable for Financial Year 2021-2022 relevant to the Assessment year 2022-2023, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 **("GST Act")** as amended by Finance Act, 2021, i.e. applicable for Financial Year 2021-2022 relevant to the Assessment year 2022-2023 presently in force in India **(together, the "Tax Laws")**. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfill.

2) The benefits discussed in the enclosed Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax law, each investor is advised to consult his or her tax consultant with respect to the specific tax implications arising out of their participation in the proposed right issue.

3) We do not express any opinion or provide any assurance as to whether:

    (i) the Company or its shareholders will continue to obtain these benefits in future;

    (ii) the conditions prescribed for availing the benefits have been/would be met with; and

    (iii) the revenue authorities / courts will concur with the views expressed herein.

4) The contents of the enclosed Annexure are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

For R.R.S & Associates
Chartered Accountants
FR No.: 118336W

SD/-
Purva shah
Partner
Membership No.-142877
UDIN:- 21142877AAAABF9549

Date: 20/08/2021
Place: Ahmedabad

ANNEXURE – 1

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO ASIAN GRANITO INDIA LIMITED AND ITS SHAREHOLDERS

I. UNDER THE INCOME-TAX ACT, 1961 (hereinafter referred to as 'the Act')

1. Special tax benefits available to the Company under the ACT

There are no special tax benefits available to the Company.

2. Special tax benefits available to the shareholders under the ACT

There are no special tax benefits available to the Shareholders of the Company.

Notes:

a) The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

b) The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefit or benefit under any other law.

c) The above statement of special tax benefits is as per the current direct tax laws relevant for the assessment year 2022 – 23. Several of these benefits are dependent on the Company or its shareholder fulfilling the conditions prescribed under the relevant tax laws.

d) This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company

e) No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Asian Granito India Limited

SD/-

CA Amarendra Kumar Gupta
Chief Financial Officer
Membership No.-063510

Date: 20/08/2021
Place: Ahmedabad

ANNEXURE – 2

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO ASIAN GRANITO INDIA LIMITED AND ITS SHAREHOLDERS

I. The Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act").

1. Special indirect tax benefits available to the Company

   There are no indirect tax benefits available to the Company.

2. Special indirect tax benefits available to Shareholders

There are no indirect tax benefits applicable in the hands of the shareholders for investing in the shares of the Company.

Notes:

1. Our comments are based on our understanding of the specific activities carried out by the Company from April 2020 to June 2021 of this Annexure as per the documents provided to us and the discussions with the representatives of the Company. Any variation in the understanding could require our comments to be suitably modified.

2. These comments are based upon the provisions of the specified Indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

3. We have been given to understand by the audit team that during the period April 2020 to June 2021 of this Annexure, the Company has:

- not claimed any exemption / benefit under the GST law on outward supplies of goods and services made by them except to the extent the supply of goods which were chargeable at 'Nil' rates as per the applicable Tariff

- availed input tax credit in respect of procurement of goods and services in so far the same were attributable to taxable outward supply of goods and / or services in accordance with the provisions of GST Law.

4. The above statement covers only above-mentioned tax laws benefits and does not cover any income tax law benefits or benefit under any other law.

5. This Annexure is solely for the information and use of the statutory auditors of the Company. The Annexure may not be used for any other purpose, or distributed to any other party, without our prior written consent. Any party other than the statutory auditors of the Company should not rely on this Annexure without seeking prior professional advice.

6. The firm has no responsibility to update this Annexure for events or circumstances occurring after this date, unless specifically requested by the statutory auditors of the Company.

For Asian Granito India Limited

SD/-

CA Amarendra Kumar Gupta
Chief Financial Officer
Membership No.:- 063510

Date: 20/08/2021
Place: Ahmedabad

STATEMENT OF SPECIAL TAX BENEFITS

Statement of special tax benefits available to the Crystal Ceramic Industries Private Limited (Material Subsidiary of Asian Granito India Limited) and its Shareholders.

To,
The Board of Directors
Crystal Ceramic Industries Private Limited
202, Dev Arc, Opp. Iskcon Temple
S.G. Highway, Ahmedabad- 380015.

Dear Sirs,

Statement of Special Tax Benefits available to Crystal Ceramic Industries Private Limited (Material Subsidiary of Asian Granito India Limited) and its shareholders under the Indian tax laws

1) We hereby confirm that the enclosed Annexure 1 and 2 (together "the Annexures"), prepared by Crystal Ceramic Industries Private Limited ('the Company'), provides the special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 ('the Act') as amended by the Finance Act 2021, i.e. applicable for Financial Year 2021-2022 relevant to the Assessment year 2022-2023, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act") as amended by Finance Act, 2021, i.e. applicable for Financial Year 2021-2022 relevant to the Assessment year 2022-2023 presently in force in India (together, the "Tax Laws"). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfill.

2) The benefits discussed in the enclosed Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax law, each investor is advised to consult his or her tax consultant with respect to the specific tax implications arising out of their participation in the proposed right issue.

3) We do not express any opinion or provide any assurance as to whether:

   i. the Company or its shareholders will continue to obtain these benefits in future;

   ii. the conditions prescribed for availing the benefits have been/would be met with; and

   iii. the revenue authorities / courts will concur with the views expressed herein.

4) The contents of the enclosed Annexure are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

For R R S & Associates
Chartered Accountants
FR No.: 118336W

SD/-
Purva shah
Partner
Membership No.-142877
UDIN:- 21142877AAAABE7871

Date: 20/08/2021
Place: Ahmedabad

ANNEXURE – 1

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO CRYSTAL CERAMIC INDUSTRIES PRIVATE LIMITED (MATERIAL SUBSIDIARY OF ASIAN GRANITO INDIA LIMITED) AND ITS SHAREHOLDERS

I. **UNDER THE INCOME-TAX ACT, 1961 (hereinafter referred to as 'the Act')**

1. Special tax benefits available to the Company under the ACT

There are no special tax benefits available to the Company.

2. Special tax benefits available to the shareholders under the ACT

There are no special tax benefits available to the Shareholders of the Company.

Notes:

a) The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

b) The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefit or benefit under any other law.

c) The above statement of special tax benefits is as per the current direct tax laws relevant for the assessment year 2022-23. Several of these benefits are dependent on the Company or its shareholder fulfilling the conditions prescribed under the relevant tax laws.

d) This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

e) No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Crystal Ceramic Industries Private Limited

SD/-
Jagdishbhai R. Patel
Chief Financial Officer

Date: 20/08/2021
Place: Ahmedabad

ANNEXURE – 2

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO CRYSTAL CERAMIC INDUSTRIES PRIVATE LIMITED (MATERIAL SUBSIDIARY OF ASIAN GRANITO INDIA LIMITED) AND ITS SHAREHOLDERS.

I. The Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act").

1. Special indirect tax benefits available to the Company

There are no indirect tax benefits available to the Company.

2. Special indirect tax benefits available to Shareholders

There are no indirect tax benefits applicable in the hands of the shareholders for investing in the shares of the Company.

Notes:

1. Our comments are based on our understanding of the specific activities carried out by the Company from April 2020 to June-2021 of this Annexure as per the documents provided to us and the discussions with the representatives of the Company. Any variation in the understanding could require our comments to be suitably modified.

2. These comments are based upon the provisions of the specified Indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

3. We have been given to understand by the audit team that during the period April 2020 to June 2021 of this Annexure, the Company has:

    - not claimed any exemption / benefit under the GST law on outward supplies of goods and services made by them except to the extent the supply of goods which were chargeable at 'Nil' rates as per the applicable Tariff

    - availed input tax credit in respect of procurement of goods and services in so far the same were attributable to taxable outward supply of goods and / or services in accordance with the provisions of GST Law.

4. The above statement covers only above-mentioned tax laws benefits and does not cover any income tax law benefits or benefit under any other law.

5. This Annexure is solely for the information and use of the statutory auditors of the Company. The Annexure may not be used for any other purpose, or distributed to any other party, without our prior written consent. Any party other than the statutory auditors of the Company should not rely on this Annexure without seeking prior professional advice.

6. The firm has no responsibility to update this Annexure for events or circumstances occurring after this date, unless specifically requested by the statutory auditors of the Company.

For Crystal Ceramic Industries Private Limited

SD/-
Jagdishbhai R. Patel
Chief Financial Officer

Date: 20/08/2021
Place: Ahmedabad

STATEMENT OF SPECIAL TAX BENEFITS

Statement of special tax benefits available to the Amazoone Ceramics Limited (Material Subsidiary of Asian Granito India Limited) and its Shareholders.

To,
The Board of Directors
Amazoone Ceramics Limited
202, Dev Arc, Opp. Iskcon Temple
S.G. Highway, Ahmedabad- 380015.

Dear Sirs,

Statement of Special Tax Benefits available to Amazoone Ceramics Limited (Material Subsidiary of Asian Granito India Limited) and its shareholders under the Indian tax laws

1) We hereby confirm that the enclosed Annexure 1 and 2 (together "the Annexures"), prepared by Amazoone Ceramics Limited ('the Company'), provides the special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 ('the Act') as amended by the Finance Act 2021, i.e. applicable for Financial Year 2021-2022 relevant to the Assessment year 2022-2023, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act") as amended by Finance Act, 2021, i.e. applicable for Financial Year 2021-2022 relevant to the Assessment year 2022-2023 presently in force in India (together, the "Tax Laws"). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfill.

2) The benefits discussed in the enclosed Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax law, each investor is advised to consult his or her tax consultant with respect to the specific tax implications arising out of their participation in the proposed right issue.

3) We do not express any opinion or provide any assurance as to whether:

    i. the Company or its shareholders will continue to obtain these benefits in future;

    ii. the conditions prescribed for availing the benefits have been/would be met with; and

    iii. the revenue authorities / courts will concur with the views expressed herein.

4) The contents of the enclosed Annexure are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

For R R S & Associates
Chartered Accountants
FR No.: 118336W

SD/-
Purva shah
Partner
Membership No.-142877
UDIN:- 21142877AAAABG9395

Date: 20/08/2021
Place: Ahmedabad

ANNEXURE-1

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO AMAZOONE CERAMICS LIMITED (MATERIAL SUBSIDIARY OF ASIAN GRANITO INDIA LIMITED) AND ITS SHAREHOLDERS

I. UNDER THE INCOME-TAX ACT, 1961 (hereinafter referred to as 'the Act')

1. Special tax benefits available to the Company under the ACT

There are no special tax benefits available to the Company.

2. Special tax benefits available to the shareholders under the ACT

There are no special tax benefits available to the Shareholders of the Company.

Notes:

a) The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

b) The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefit or benefit under any other law.

c) The above statement of possible tax benefits is as per the current direct tax laws relevant for the assessment year 2022-23. Several of these benefits are dependent on the Company or its shareholder fulfilling the conditions prescribed under the relevant tax laws.

d) This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company

e) No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For Amazoone Ceramics Limited

SD/-
Vipulbhai Vinodbhai Patel
Managing Director
DIN: 01995353

Date: 20/08/2021
Place: Ahmedabad

ANNEXURE-2

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO AMAZOONE CERAMICS LIMITED (MATERIAL SUBSIDIARY OF ASIAN GRANITO INDIA LIMITED) AND ITS SHAREHOLDERS

I.The Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act").

1. Special indirect tax benefits available to the Company

There are no indirect tax benefits available to the Company.

2. Special indirect tax benefits available to Shareholders

There are no indirect tax benefits applicable in the hands of the shareholders for investing in the shares of the Company.

Notes:

1. Our comments are based on our understanding of the specific activities carried out by the Company from April 2020 to June-2021 of this Annexure as per the documents provided to us and the discussions with the representatives of the Company. Any variation in the understanding could require our comments to be suitably modified.

2. These comments are based upon the provisions of the specified Indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

3. We have been given to understand by the audit team that during the period April 2020 to June 2021 of this Annexure, the Company has:

   - not claimed any exemption / benefit under the GST law on outward supplies of goods and services made by them except to the extent the supply of goods which were chargeable at 'Nil' rates as per the applicable Tariff

   - availed input tax credit in respect of procurement of goods and services in so far the same were attributable to taxable outward supply of goods and / or services in accordance with the provisions of GST Law.

4. The above statement covers only above-mentioned tax laws benefits and does not cover any income tax law benefits or benefit under any other law.

5. This Annexure is solely for the information and use of the statutory auditors of the Company. The Annexure may not be used for any other purpose, or distributed to any other party, without our prior written consent. Any party other than the statutory auditors of the Company should not rely on this Annexure without seeking prior professional advice.

6. The firm has no responsibility to update this Annexure for events or circumstances occurring after this date, unless specifically requested by the statutory auditors of the Company.

For Amazoone Ceramics Limited

SD/-
Vipulbhai Vinodbhai Patel
Managing Director
DIN: 01995353

Date: 20/08/2021
Place: Ahmedabad

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

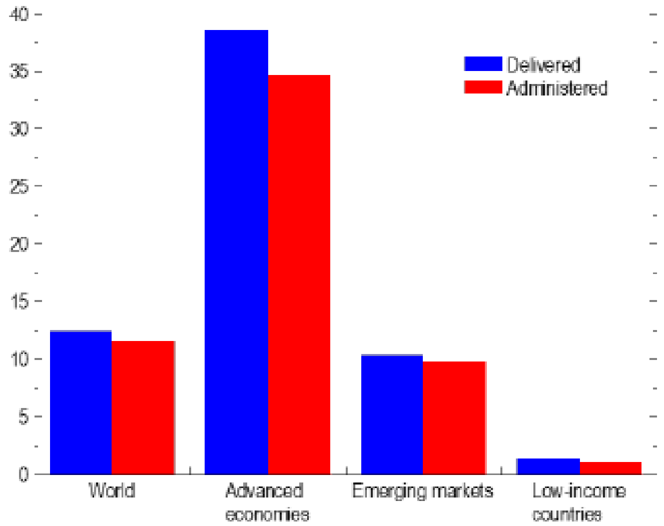
The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.

GLOBAL ECONOMIC SCENARIO

Forces Shaping the Outlook

The pandemic has taken a turn for the worse in some parts of the world while a speedy vaccine rollout has helped bring down caseloads quickly in other regions. Economies are diverging even further, influenced by differences in the pace of vaccine rollout and policy support. However, smooth & durable recoveries are not assured even in places where infections are seemingly under control.

Vaccine Courses (% of population)



Sources: Airfinity; and IMF staff calculations.
Note: Latest data available are for July 6, 2021. Bars show the ratio of vaccine courses needed for full vaccination (two doses generally, but one dose for Johnson & Johnson and CanSino) either delivered or administered to population by WEO economy group.

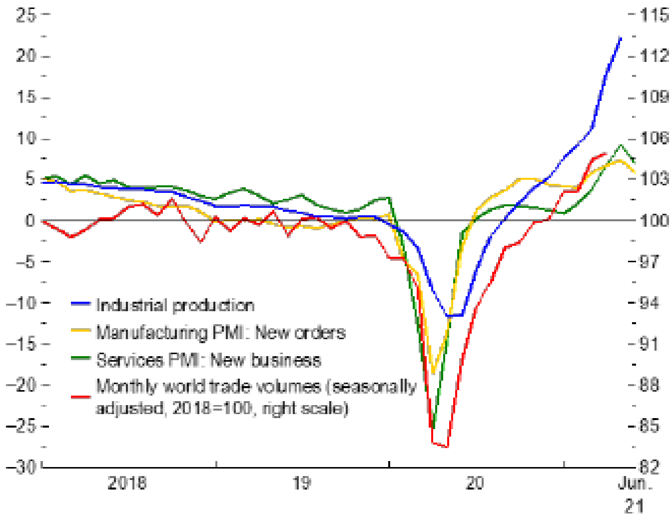
Close to 40% of the population in advanced economies has been fully vaccinated, compared with less than half that number in emerging market economies and a tiny fraction in low-income countries. Vaccine access is the principal fault line along which the global recovery splits into two blocs: those that can look forward to further normalization of activity later this year (almost all advanced economies) and those that will still contend with prospects of resurgent infections and rising COVID death tolls. Sub-Saharan Africa is now in the grip of a third wave, parts of Latin America continue to see high levels of new deaths, and concerns still remain about the situation in parts of South and Southeast Asia.

First-quarter GDP outturns overall surprised on the upside, notably in Asia and Latin America, while renewed lockdowns in Europe led to downside surprises. High-frequency data in the second quarter indicate the recovery is widening beyond manufacturing to services, especially in economies where infections are under better control.

Recovery has been set back severely in countries that experienced renewed waves—notably India. The United Kingdom has had to delay the final step of its economic reopening because of the spread of the delta variant, even as the vaccine rollout had helped bring down hospitalizations. China's province Guangdong imposed mobility restrictions in May following an outbreak after months of minimal new infections. Similarly, Australia reintroduced targeted lockdowns in June.

Global Activity Indicators

(Three-month moving average, annualized percent change; deviations from 50 for PMIs, unless noted otherwise)



Sources: CPB Netherlands Bureau for Economic Policy Analysis; Haver Analytics; Markit Economics; and IMF staff estimates.
Note: PMI above 50 indicates expansion while below 50 indicates contraction. PMI = purchasing managers' index.

The unprecedented convulsion in the global economy last year continues to trigger aftershocks that weigh on the recovery in some parts of the world.

The current spikes in annual inflation in part are the result of mechanical base effects from last year's low commodity prices. Moreover, prices have increased because of the likely transient supply-demand mismatches. However, financial market sentiment has remained positive on balance given the expected global recovery.

(Source: https://www.imf.org/en/Publications/WEO/Issues/2021/07/27/world-economic-outlook-update-july-2021)

Divergent Recoveries Expected to Continue into 2022

Local transmission of the virus is expected to be brought to low levels everywhere by the end of 2022 through a combination of better-targeted precautions and improved access to vaccines and therapies. The baseline nonetheless assumes the possibility of additional waves before vaccines are widely available. Commodity prices are expected to increase at a faster pace. Amid the strengthening global recovery, oil prices are expected to rise close to 60% above their low base in 2020. Non-oil commodity prices are expected to rise close to 30% above 2020 levels, reflecting particularly strong increases in the price of metals and food.

The global economy is projected to grow 6.0% in 2021 and 4.9% in 2022. Prospects for emerging market and developing economies have been marked down for 2021, especially for Emerging Asia. By contrast, the forecast for advanced economies is revised up. These revisions reflect pandemic developments and changes in policy support. The 0.5%-point upgrade for 2022 derives largely from the forecast upgrade for advanced economies, particularly the United States, reflecting the anticipated legislation of additional fiscal support in the second half of 2021 and improved health metrics more broadly across the group.

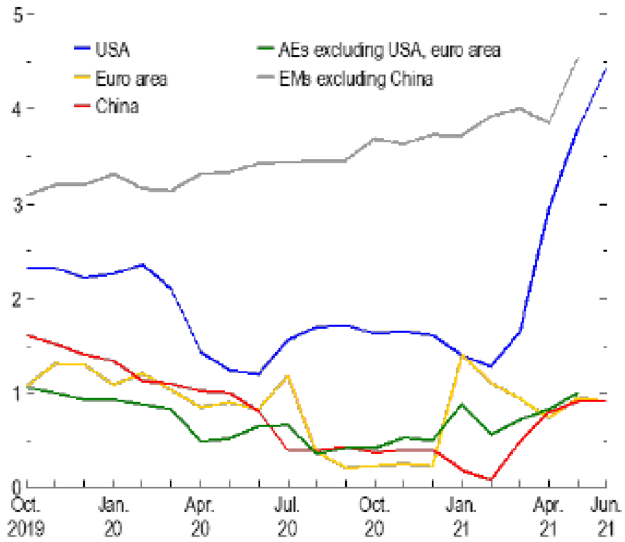
Global trade volumes are projected to expand 9.7% in 2021, moderating to 7.0% in 2022. The merchandise trade recovery is set to broaden after being initially concentrated in pandemic-related purchases, consumer durables, and medical equipment. Services trade is expected to recover more slowly, consistent with subdued cross-border travel until virus transmission declines to low levels everywhere.

(Source: https://www.imf.org/en/Publications/WEO/Issues/2021/07/27/world-economic-outlook-update-july-2021)

Recent Price Pressures Could Turn Persistent if Inflation Expectations Increase

In most cases inflation should subside to its pre-pandemic ranges in 2022 once the transitory disturbances work their way through prices. This judgment rests on three pillars: even with diminished participation rates, labor market slack remains substantial (albeit with reported shortages and hiring difficulties in sectors such as hospitality and travel); inflation expectations are well anchored; and structural factors that have lowered the sensitivity of prices to changes in slack are still expected to operate as before (some have possibly intensified—for example, automation). However, inflation is expected to remain elevated into 2022 in some emerging market and developing economies, related in part to continued food price pressures and lagged passthrough from higher oil prices for importers.

Core Inflation (Annual Percent Change)



Sources: Haver Analytics; and IMF staff calculations.
Note: AEs = advanced economies; EMs = emerging market economies.

(Source: https://www.imf.org/en/Publications/WEO/Issues/2021/07/27/world-economic-outlook-update-july-2021)

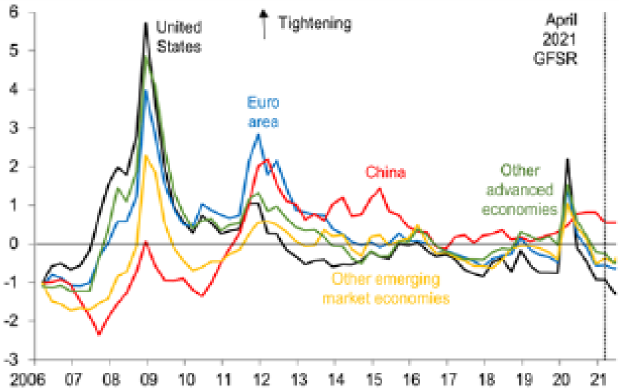
Risks Tilt to the Downside

Risks around the global baseline are to the downside. Slower-than-anticipated vaccine rollout would allow the virus to mutate further. Beyond pandemic-related factors, the assumed fiscal impulse in the United States may be weaker than expected if legislated infrastructure and family support packages turn out smaller than announced or if the multiplier effect on activity is weaker than assumed. This would lead to lower US growth than in the baseline, with smaller spillovers to trading partners. Growth could also disappoint relative to the baseline if financial conditions were to tighten abruptly, for instance if inflationary pressures persist longer than expected and lead to another reassessment of the monetary policy outlook (for example, in the United States); corporate bankruptcies tick up markedly; or price corrections in segments such as crypto assets trigger broader sell-offs. Emerging market and developing economies in particular could face a double hit from tighter external financial conditions and the worsening health crisis, further widening the fault lines in the global recovery. Weaker growth would in turn further adversely affect debt dynamics and compound fiscal risks. Finally, social unrest, geopolitical tensions, cyberattacks on critical infrastructure, or weather-related natural disasters—which have increased in frequency and intensity due to climate change—could further weigh on the recovery.

(Source: https://www.imf.org/en/Publications/WEO/Issues/2021/07/27/world-economic-outlook-update-july-2021)

Global Financial Outlook

Financial Conditions Indices (Standard deviations from mean)

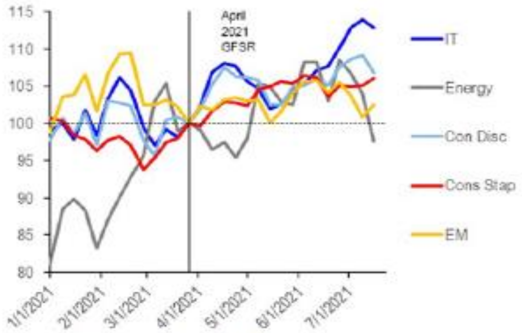


Sources: Bloomberg Finance L.P.; Haver Analytics; and IMF staff calculations.
Note: GFSR = *Global Financial Stability Report*.

In advanced economies, especially in the United States, financial conditions have eased further, reaching levels last seen before the global financial crisis. Such easing has been driven by rising equity valuations, tighter credit spreads, and rapidly climbing house prices. In most emerging market economies, financial conditions have changed little, as monetary policy tightening in several countries has offset gains in asset prices.

Equity indices have gained the most in the United States and Latin America, followed by Europe and emerging Asia. Despite the recent correction particularly pronounced in the energy sector, all major sectors have performed well, with lower cross-sector differentiation compared with the earlier period of the pandemic. Market-implied equity volatility has declined to below historical norms notwithstanding some recent gyrations.

Global Equity Indices (Indices; 3/26/21 = 100)



Sources: Bloomberg Finance L.P.; and IMF staff calculations.
Note: Con Disc=consumer discretionary; Cons Stap=consumer staples; EM=emerging markets; GFSR=*Global Financial Stability Report*; IT=information technology.

While such tightening reflects a steady improvement in credit ratings and falling default rates, concerns have emerged lately about whether investors are being properly compensated for bearing credit risk, especially in the event of a resurgence of COVID cases. Emerging market local currency and hard currency corporate bond spreads have also generally tightened. Hard currency bond issuance by sovereigns, nonfinancial corporations, and financial firms has been robust across major regions, reflecting favorable external funding conditions and robust investor risk appetite. Hard currency bond issuance by emerging and frontier economies has also increased sharply recently, but local currency flows to emerging markets (excluding China) remain weak.

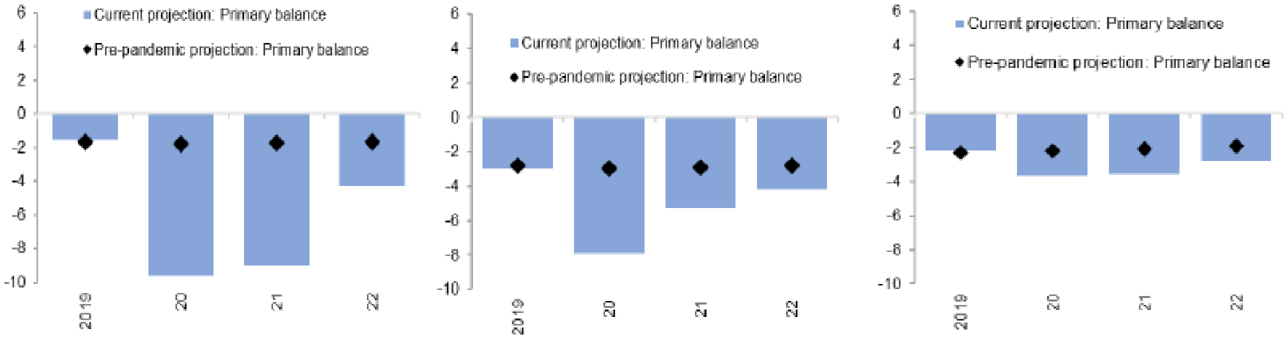
(Source: https://www.imf.org/en/Publications/WEO/Issues/2021/07/27/world-economic-outlook-update-july-2021)

Fiscal Developments and Outlook

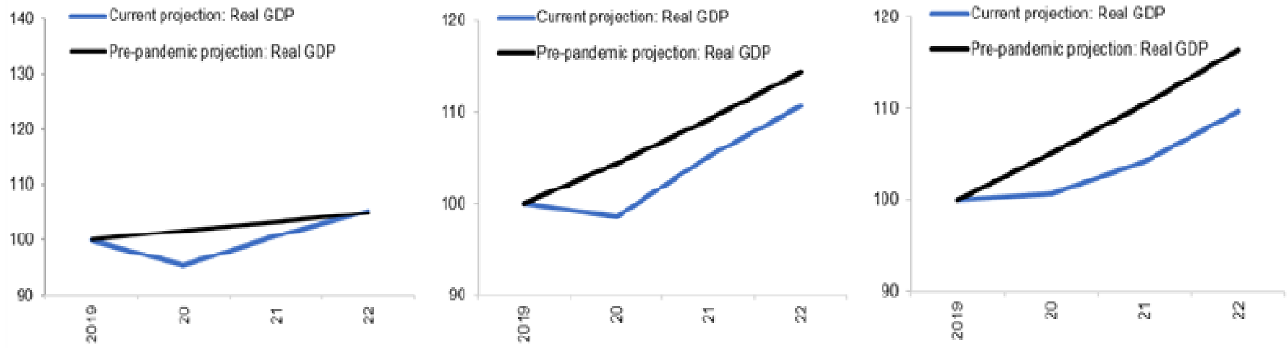
Global government debt reached an unprecedented level of close to 100% of global GDP in 2020 and is projected to remain around that level in 2021 and 2022. The projected average global fiscal deficit has decreased to 8.8% of GDP in 2021, driven by lower deficit projections for the United States and China, partially offset by projected higher deficits in Europe (Germany, France, Italy). Countries with access to financing continue to provide fiscal support to their economies, amplifying the already divergent magnitude of policy responses and recoveries across income groups. Fiscal measures announced to fight the pandemic are estimated at $16.5 trillion as of early July 2021. Whereas $4.6 trillion of Advanced Economies' (AEs) pandemic-related revenue and expenditure measures are still to be utilized in 2021 and beyond, in Emerging Market Economies and Low-Income Developing Countries (LIDCs) most measures expired in 2020.

Advanced Economies ***Emerging Market Economies*** ***Low-Income Developing Economies***

Effect of the COVID-19 Pandemic on Forecast of General Government Fiscal Balances, 2019–22 (Percent of GDP)



Effect of the COVID-19 Pandemic on Forecast of Real GDP, 2019–22 (Index; 100 = 2019)



(Source: Source: IMF World Economic Outlook Database; and IMF staff calculations.
Note: The primary balance is the overall balance excluding net interest payments. Figure 2.2 excludes Lebanon, Syria, and Venezuela. Pre-pandemic projections are from the January 2020 World Economic Outlook.)

(Source: https://www.imf.org/en/Publications/WEO/Issues/2021/07/27/world-economic-outlook-update-july-2021)

INDIAN ECONOMY OVERVIEW

The momentum of economic recovery has been moderated by the ravaging second wave of COVID-19. Unlike the first wave, the effect of the second wave has been asynchronous in its onset across states and wider in its spread as the second wave also entered the rural hinterland. This necessitated a differentiated, state-level policy response in close coordination with the Central Government for rapid rebooting of health infrastructure and effective implementation of 'Test, Track, Treat, Vaccinate and COVID-appropriate behaviour'. A continuous decline in the 7-day average of active cases since 13th May 2021 and the 7-day average of daily new cases after 8th May marked the declining phase of the second wave. Simultaneously, the world's largest vaccination drive is underway in India with 23.9 crore doses administered as on date.

After declining during the second wave, high frequency indicators such as power consumption, E-way bills and foreign portfolio investment (FPI) flows witnessed uptick in the second half of May 2021. Agriculture sector continues to offer comfortable prospects amidst a normal monsoon forecast, smooth food procurement and distribution, and MGNREGA employment. However, sequential slackening was observed in eight core industrial output, PMI manufacturing, steel consumption, auto sales, tractor sales, petroleum products consumption, rail freight, port and air traffic, PMI services, highway toll collections, GST collections and UPI transactions.
(Conversion rate used for June 2021 is Rs. 1 = US$ 0.014)
(Source: https://www.ibef.org/download/MER_May_2021.pdf)

Market size

India witnessed a V-shaped recovery in the second half of FY21, as indicated by provisional estimates released by the National Statistical Office (NSO). As per the estimates, India registered an increase of 1.1% in the second half of FY21. The country's GDP (Gross Domestic Product) increased by 1.6% in the fourth quarter of FY21, up from 0.5% growth in the third quarter of FY21. This was driven by the gradual and phased unlocking of the industrial activity, increased investments and growth in government expenditure (which grew at 28.3% in the fourth quarter of FY21 and 2.9% for FY21). Investments measured as the GFCF (Gross Fixed Capital Formation) increased by 10.9% in the fourth quarter of FY21, which was a seven-quarter high.

In May 2021, economic activities witnessed moderation in recovery due to the rise in COVID-19 cases and restrictions imposed by the government to reduce spread and impact of the virus. However, the economic impact of moderation is expected to be limited to the first quarter of FY22. The government plans for a gradual and phased unlocking of economic activities, which are expected to drive further economic recovery in FY22.

As per the Reserve Bank of India's (RBI) estimates, India's real GDP growth is projected at 9.5% in FY22, which includes growth of 18.5% in the first quarter of FY22; 7.9% growth in the second quarter of FY22; 7.2% growth in the third quarter of FY22 and 6.6% growth in the fourth quarter of FY22.

(Conversion rate used for June 2021 is Rs. 1 = US$ 0.014)
(Source: https://www.ibef.org/economy/monthly-economic-report)

Recent Developments

Outlook for FY22 still remains favorable considering the high-frequency indicators that continued to record growth in May 2021 amid COVID-19 challenges.

- For crop year FY21, food grain production in India is estimated to increase by 2.7% to 305.43 million tonnes, driven by growth in the production of gram, wheat, maize and rice.

- With the anticipation of 'normal' monsoons in 2021, the government estimates food grain production at 307.31 million tonnes in the crop year FY22, starting July 2021.

- The government announced to provide an additional 5 kg of grains per person per month for free to 79.39 crore beneficiaries under the Pradhan Mantri Garib Kalyan Anna Yojana (PMGKAY - III) scheme. The scheme initially provided food grains to its beneficiaries for two months, i.e., May and June 2021, and this has been extended until November 2021.

- Employment demand under the Mahatma Gandhi National Rural Employment Guarantee Scheme (MGNREGS) improved significantly, with 24.2 crore man-days of work recorded under the scheme in May 2021.

- In May 2021, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 50.8.

- Power consumption increased by 7.3% YoY in May 2021, indicating sustained industrial and commercial activities.

- In May 2021, rail freight stood at 114.8 MT, registering an increase of 9.7% YoY. In April 2021, railway freight grew 70.7% YoY.

- In April 2021, air passenger traffic for domestic airlines stood at 1.24 crore, up from 60,000 in April 2020.

- Gross GST collections stood at Rs. 102,709 crore (US$ 13.95 billion) in May 2021.

- In FY21, the net tax revenue increased ~5% YoY, driven by resilient indirect tax collections, mainly excise duties and customs.

- In May 2021, the total e-way bills generated stood at 3.99 crore, an increase of 56.5% YoY. The generated e-way bills were worth Rs. 14.16 lakh crore (US$ 192.26 billion) in May 2021, compared with Rs. 9 lakh crore (US$ 122.20 billion) in May 2020.

- In May 2021, UPI digital transactions were valued at Rs. 4.90 lakh crore (US$ 66.53 billion). In terms of volume, UPI transactions stood at 253.7 crore in May 2021, more than double the volume registered in May 2020.

- In May 2021, the Indian basket of crude oil reached US$ 66.7 a barrel, compared with the average crude oil price of US$ 63.1 a barrel in April 2021, due to the demand build up.

- In May 2021, merchandise exports increased to US$ 32.2 billion (at 67.4% YoY growth), driven by strong performance from key sectors such as iron ore, cotton yarn, handloom products, cereal preparations, cereals and miscellaneous processed items.

- As of May 2021, market capitalisation to gross domestic product (GDP) in India registered an increase of 115%, a 13-year high, indicating recovery in the future.

- RBI’s net purchase of dollars stood at US$ 68.31 billion in FY21 compared to outflow of US$ 6.44 billion in FY20.

- In FY22 (until May 2021), the RBI has carried out regular open market operations (OMO) and included an extra liquidity of Rs. 36,545 crore (US$ 4.96 billion) in addition to Rs. 60,000 crore (US$ 8.15 billion) under the G-SAP 1.0.

- Daily net liquidity absorption under the liquidity adjustment facility (LAF) averaged at Rs. 5.52 lakh crore (US$ 74.95 billion) in May 2021.

- On the monetary side, money supply registered an increase of 9.9% YoY, as of May 21, 2021, driven by development in aggregate deposits. Non-food credit registered an increase of over 12.4% YoY, indicating positive outcome of the policy-driven emphasis on private investments.

- In May 21, currency in circulation (CiC) increased 1.92% over April 21 compared with an increase of 1.1% YoY, reflecting upsurge in the demand for cash.

- In May 2021, rupee appreciated by 2.09% against the dollar compared with April 2021 to reach Rs. 72.47/US$ 1 as of May 28, 2021 and emerged as Asia's top performance currency in the month.

To ensure stable and supportive financial conditions, the RBI announced a G-sec acquisition programme (G-SAP) for FY22.

Under G-SAP 1.0, on April 15, 2021, the RBI conducted the first tranche, where it purchased the notified amount of Rs. 25,000 crore (US$ 3.39 billion). The RBI conducted the second purchase of Rs. 35,000 crore (US$ 4.75 billion) on May 20, 2021. Another G-SAP 1.0 auction was announced by the RBI for purchasing G-Secs of Rs. 40,000 crore (US$ 5.43 billion) scheduled to be conducted on June 17, 2021, of which Rs. 10,000 crore (US$ 1.36 billion) would represent purchase of state development loans (SDLs).

(Conversion rate used for June 2021 is Rs. 1 = US$ 0.013)
(Source: https://www.ibef.org/economy/indian-economy-overview)

Road Ahead

As indicated by provisional estimates released by the National Statistical Office (NSO), India posted a V-shaped recovery in the second half of FY21. As per these estimates, India registered an increase of 1.1% in the second half of FY21; this was driven by the gradual and phased unlocking of industrial activities, increased investments and growth in government expenditure.

As per the Reserve Bank of India's (RBI) estimates, India's real GDP growth is projected at 9.5% in FY22; this includes 18.5% increase in the first quarter of FY22; 7.9% growth in the second quarter of FY22; 7.2% rise in the third quarter of FY22 and 6.6% growth in the fourth quarter of FY22.

India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030, which is currently 30% and have plans to increase its renewable energy capacity from to 175 gigawatt (GW) by 2022. In line with this, in May 2021, India, along with the UK, jointly launched a 'Roadmap 2030' to collaborate and combat climate change by 2030.

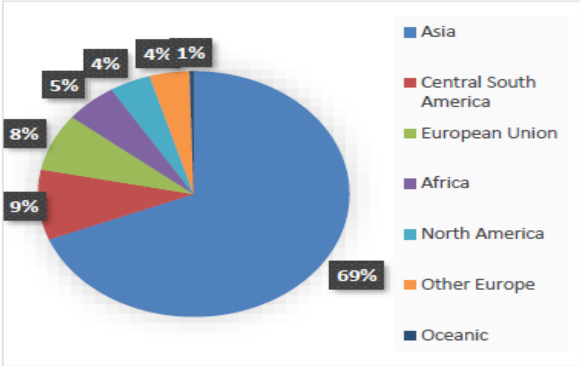
India is expected to be the third largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by 2040 as per a report by PricewaterhouseCoopers.

(Conversion rate used for June 2021 is Rs. 1 = US$ 0.013)
(Source: https://www.ibef.org/economy/indian-economy-overview)

GLOBAL TILE INDUSTRY

INTRODUCTION

Asia remains the major consuming region, with contribution of 69% of the total world consumption, followed by Central South America at 9%, the European Union at 8% and the rest 14% is contributed by Africa, North America, Other Europe and the Oceanic countries. China remains the world's largest consumer, contributing 37% (4840 msm in CY2018) of world consumption followed by India (6%, 750 msm) and Brazil (5%, 702 msm).



Source: Ceramic world review, ICRA research

In addition to being the largest producer and consumer of the world, China is also the largest exporter, with 854 msm of volumes exported. India ranked fourth after Spain and Italy with volumes of 274 msm exported during CY2018. The top five exporters contributed to 70-75% of the total world exports in the past.

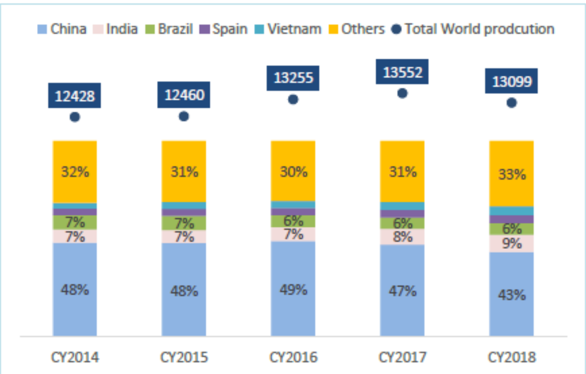
***World production and consumption grew at a CAGR of 3% over CY2012-CY2018*.**

The total world tiles production grew at a CAGR of 4% in the last five years from 11224 million square metre (msm) in CY2012 to 13552 msm in CY2017. The volume growth was led by sustained increase in production volumes of leading producers including China, India, Spain, Vietnam and Turkey. The world production growth although moderated to 2% in CY2017 and it was negative by 3% on a YoY basis, primarily due to dip in production volumes of China.

The production volumes of India grew at a CAGR of 9% for the five-year period from 691 msm in CY2012 to 1145 msm in CY2018. With a volume growth of 12% and 13% CY2016 and CY2017, India became the world's second largest producer, contributing 9% of the total world production.

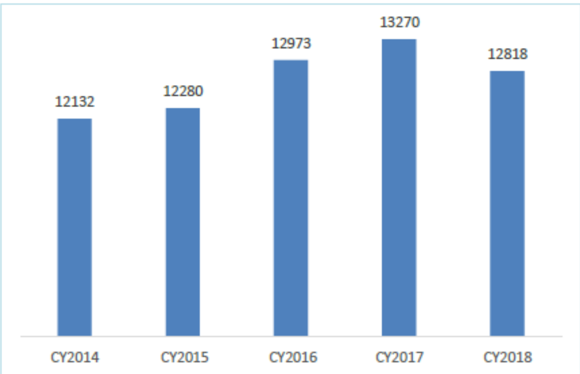
China continued to remain the largest tile producer, with contribution of 43% of total world production, while Brazil slipped to the third position with contribution of 6% after witnessing a de-growth of 12% in CY2016 and 0.3% in CY2017.

Exhibit 1: World production (In million square meter)



Source: Ceramic world review^

Exhibit 2: World consumption (In million square meter)

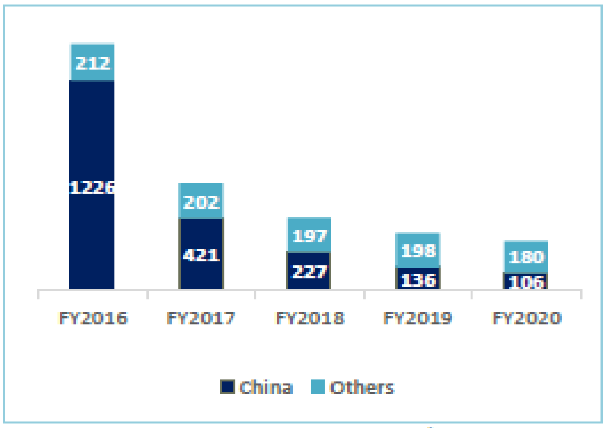


Source: Ceramic world review

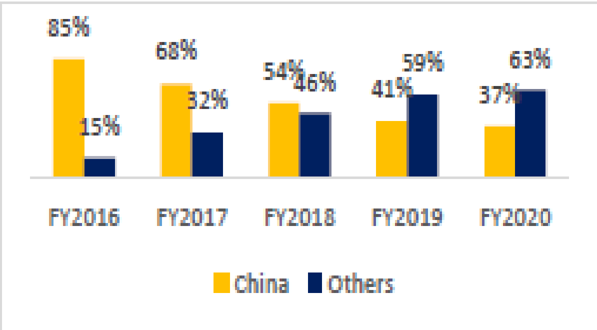
MARKET POSITION

Hike in custom duty with prevailing Anti-Dumping Duty to benefit domestic tile players

Imports from China



Source: DGFT, ICRA research



Source: DGFT, ICRA research

China is the leading manufacturer of tiles in the world with ~47% share of the world production. In 2017, China produced 64 billion square metre tiles against the domestic consumption was ~55 billion square metre. The excess production and comparatively low cost, over the years, has led China to become a major exporter of tiles thus negatively affecting the domestic ceramic industries.

China is the leading manufacturer of tiles in the world with ~47% share of the world production. In 2017, China produced 64 billion square metre tiles against the domestic consumption was ~55 billion square metre. The excess production and comparatively low cost, over the years, has led China to become a major exporter of tiles thus negatively affecting the domestic ceramic industries.

However, over the last three years, Chinese companies are struggling with anti-dumping duties on tiles imposed by many foreign countries. In 2015, India also levied an anti-dumping duty (ADD) of US$1.87/sqm on imports of tiles for five years.

The ADD has restored a price parity between prices of domestic tiles and Chinese imports, thereby boosting the competitiveness of the Indian manufacturers. This is reflected in a decline in imports from China to Rs. 136 crore in FY2019 and Rs. 106 crore in FY2020 against the all-time high of Rs. 1226 crore in FY2016. Moreover, the custom duty was hiked from 10% to 15% in the 2019 Budget, which is likely to make imports further dearer and benefit the domestic tile industry.

(Source: ICRA Report)

Top Manufacturing, Consumption, Exporter and Importer countries

In 2019, world tile consumption fell from 12,902 to 12,375 million sqm (-4.1%), a decline of approximately 500 million sqm. The biggest contraction was in Asia, where demand fell to 7,995 million sqm (-6.3%), equivalent to 64.6% of global consumption. As for Europe, consumption grew in European Union countries (from 1,009 to 1,021 million sqm, +1.2%) but declined by 10% in non-EU Europe (from 563 to 506 million sqm). Consumption remained almost stable in the Americas with volumes of 1,257 million sqm (+0.7%) in Central and South America and 544 million sqm (-3.7%) in North America. Demand in Africa rose sharply to 1,002 million sqm (+7.2%), continuing to far outstrip the continents production capacity. China, the world's largest producer, consumer and exporter of ceramic tiles, experienced a second severe contraction in terms of production and consumption in

2019. In 2019, India maintained its position as the second largest tile producer with an increase in volumes from 1,145 million sqm to 1,266 million sqm (+10.6%). The increase was not so much driven by domestic consumption, which grew by just 4% to 780 million sqm, as by a fresh surge in exports. The 20% growth recorded in 2018 (274 million sqm) was followed by a further 31.4% increase in 2019 (360 million sqm), making India the world's third largest exporting country after China and Spain. In value terms, exports reached 1,138 million euros (+32.5%), equivalent to an average selling price of 3.2 €/sqm, which remains one of the lowest figures of all major exporter countries.

The world's third largest producer, Brazil recorded a 4% increase in production in 2019 to 909 million sqm, exports remained stable at 102 million sqm, almost entirely shipped to Latin American markets and the United States, which in 2019 became the largest export market for Brazilian tiles with 20 million sqm (up 26.4% on 2018).

TOP MANUFACTURING COUNTRIES

COUNTRY	2015 (Sq.m Mill.)	2016 (Sq.m Mill.)	2017 (Sq.m Mill.)	2018 (Sq.m Mill.)	2019 (Sq.m Mill.)	% on 2019 world production	% var. 19/18
CHINA	5,970	6,495	6,400	5,683	13,157	40.9%	-8.7%
INDIA	850	955	1,080	1,145	1,266	10.0%	10.6%
BRAZIL	986	871	867	872	909	7.2%	4.2%
VIETNAM	440	485	560	602	560	4.4%	-7.0%
SPAIN	440	492	530	530	510	4.0%	-3.8%
ITALY	395	416	422	416	401	3.2%	-3.6%
IRAN	300	340	373	383	398	3.1%	3.9%
INDONESIA	370	360	307	383	347	2.7%	-9.4%
EGYPT	230	250	300	300	300	2.4%	0.0%
TURKEY	320	330	355	335	296	2.3%	-11.6%
TOTAL	10,301	10,994	11,194	10,649	10,174	80.3%	-4.5%
TOTAL WORLD	12,530	13,322	13,627	13,157	12,673	100.0%	-3.7%

Source: Ceramic World Review

TOP CONSUMPTION COUNTRIES

COUNTRY	2015 (Sq.m Mill.)	2016 (Sq.m Mill.)	2017 (Sq.m Mill.)	2018 (Sq.m Mill.)	2019 (Sq.m Mill.)	% on 2018 world consumption	% var. 18/17
CHINA	4,885	5,475	5,498	4,840	4,424	35.7%	-8.6%
BRAZIL	927	789	765	775	802	6.5%	3.5%
INDIA	763	785	760	750	780	6.3%	4.0%
VIETNAM	400	412	580	542	467	3.8%	-13.8%
INDONESIA	357	369	336	450	413	3.3%	-8.2%
USA	254	274	284	289	273	2.2%	-5.5%
EGYPT	190	215	252	236	239	1.9%	1.3%
MEXICO	218	235	242	236	238	1.9%	0.8%
RUSSIA	192	174	194	209	200	1.6%	-4.3%
IRAN	190	169	170	240	200	1.6%	-16.7%
TOTAL	8,376	8,897	9,081	8,567	8,036	64.9%	-6.2%
TOTAL WORLD	12,378	13,069	13,340	12,902	12,375	100.0%	-4.1%

Source: Ceramic World Review

In 2019, Spain maintained its position as the world's second largest exporter, although volumes remained unchanged at 415 million sqm (+0.2% on 2018) and export revenues rose to 2,822 million euros (+3.4%). France maintained its position as the top export market in terms of both volumes (41.1 million sqm, -0.2%) and value (321.6 million euros, +8%), followed by the United States with 36.9 million sqm (+11%) corresponding to a value of 304.6 million euros (+17.4%), Morocco (24.3 million sqm, +18.6%) and the UK (23.9 million sqm, +15.9%). Exports to Israel remained stable (17.8 million sqm), while sales continued to decline in Italy (13.2 million sqm; -9.5%) and even more strongly in Saudi Arabia (11.7 million sqm; -17%). In 2019 the breakdown of Spanish export destinations by volume saw Europe in first place with 42% (49.5% in value), followed by the Middle East and Asia with 20.3% (17.8% in value), Africa with 18.3% (11.9% in value) and the Americas with 18% (19.7% in value).

TOP EXPORTING COUNTRIES

COUNTRY	2016 (Sq.m Mill.)	2017 (Sq.m Mill.)	2018 (Sq.m Mill.)	2019 (Sq.m Mill.)	% on 2019 national production	% on 2019 world exports	% var 19/18	value 2019 (million €)	average export price (€/sq.m)
CHINA	1,025	908	854	779	15.0%	27.5%	-8.8%	3,895	5.0
SPAIN	395	407	414	415	81.4%	14.6%	0.2%	2,822	6.8
INDIA	186	228	274	360	28.4%	12.7%	31.4%	1,138	3.2
ITALY	332	338	328	323	80.5%	11.4%	-1.5%	4,509	14.0
IRAN	126	148	151	162	40.7%	5.7%	7.3%	188	1.2
TURKEY	83	93	101	116	39.2%	4.1%	14.9%	594	5.1
BRAZIL	94	90	100	102	11.2%	3.6%	2.0%	308	3.0
EGYPT	41	57	68	66	22.0%	2.3%	-2.9%	147	2.2
POLAND	46	45	43	50	40.0%	1.8%	16.3%	313	6.3
UNITED ARAB EMIRATES	48	46	42	45	54.9%	1.6%	7.1%	n.a.	n.a.
TOTAL	2,376	2,360	2,375	2,418	26.3%	85.2%	1.8%		
TOTAL WORLD	2,820	2,787	2,806	2,837	22.4%	100.0%	1.1%		

Source: Ceramic World Review

In 2019, the top 10 importing countries imported a total of 1,040 million sqm, equivalent to 36.7% of global import/export flows and just 17 million sqm up from the previous year. With the sole exceptions of Indonesia, which imported just 17% of its consumption, and Thailand at 32%, imports to all the other top 10 importer countries accounted for more than 60% of domestic consumption, with peaks of 98.6% in Iraq and between 90% and 94% in France, Germany and Israel. In 2019 the USA maintained its position as the world's largest importer country despite a 2.4% decline in imports to 204 million sqm, in line with a 5.5% decline in domestic demand from 289 million sqm to 273 million sqm. Imports amounted to 74.7% of consumption, slightly higher than the previous year to compensate for the fall in local production, which dropped to 83 million sqm in 2019 (-4.6%). More than 70% of US tile imports originated from the 4 largest supplier countries: China (40.9 million sqm; -36.4%), Spain (36.9 million sqm; +11%), Mexico (33.5 million sqm; -5%) and Italy (32.9 million sqm; -4.8%). At the end of 2019, other countries besides Spain were already benefiting from China's imminent departure from the US market: Brazil, which grew by 26.4%, Turkey (+52%) and India (+383%). In terms of value, Italy remained the market leader with sales (on a CIF basis) of US $656 million, a 30% share of the total value of imports (US $2.2 billion).

TOP IMPORTING COUNTRIES								
COUNTRY	2015 (Sq.m Mill.)	2016 (Sq.m Mill.)	2017 (Sq.m Mill.)	2018 (Sq.m Mill.)	2019 (Sq.m Mill.)	% on 2019 national consumption	% on 2019 world imports	% var. 19/18
USA	179	194	202	209	204	74.7%	7.2%	-2.4%
IRAQ	106	112	129	124	138	98.6%	4.9%	11.3%
SAUDI ARABIA	188	167	131	116	126	66.3%	4.4%	8.6%
FRANCE	99	104	112	111	113	89.7%	4.0%	1.8%
GERMANY	100	115	109	106	110	90.2%	3.9%	3.8%
PHILIPPINES	60	75	82	91	86	67.2%	3.0%	-5.5%
INDONESIA	45	57	64	77	72	17.4%	2.5%	-6.5%
SOUTH KOREA	72	75	78	77	70	70.0%	2.5%	-9.1%
THAILAND	56	54	55	57	61	32.4%	2.2%	7.0%
ISRAEL	52	57	58	61	60	93.8%	2.1%	-1.6%
TOTAL	957	1,010	1,020	1,029	1,040	59.6%	36.7%	1.1%
TOTAL WORLD	2,710	2,820	2,787	2,806	2,837	22.9%	100.0%	1.1%

Source: Ceramic World Review

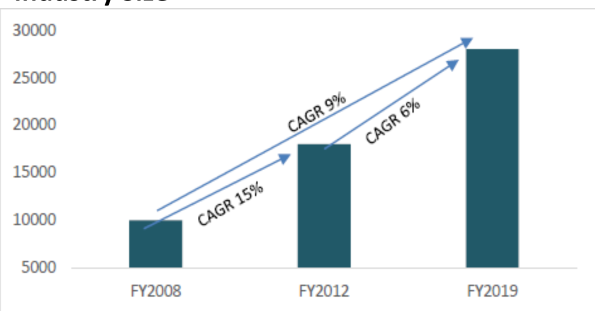
(Source: Indian Council of Ceramic Tiles and Sanitaryware (ICCTAS) Magazine 2021 - http://www.icctas.com/pdf/magazine_2021.pdf)

INDIAN TILE INDUSTRY

INTRODUCTION TO THE INDUSTRY

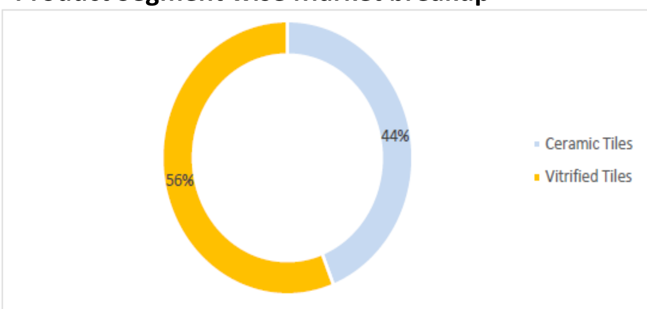
The industry size is estimated to be around Rs. 30,000 crore, with the share of organised and unorganized players (majority of them based out of Morbi cluster) at 50% each. The industry is further classified into two broad product segments - ceramic tiles and vitrified tiles, the share of which was 44% and 56% respectively. The industry grew at a CAGR of 9% over FY2008-FY2019. It grew at a healthy CAGR of 15% over FY2008-FY2012, supported by increased real estate construction activity. The growth slowed down to a single digit of 6% over FY2012-FY2019, primarily due to the slowdown in the real estate sector, its key consuming sector. The growth was in the lower single digit in FY2018 and FY2019, because of the implementation of the GST and the RERA, which resulted in poor housing demand and a significant drop in new launches during the year. Despite poor housing demand, the industry managed to arrest a major decline in growth, because of the rising exports, which grew by 33% each in FY2019 and FY2020 on a YoY basis and formed 30% of the total industry size.

Industry Size



Source: Industry estimates, ICCTAS and ICRA research

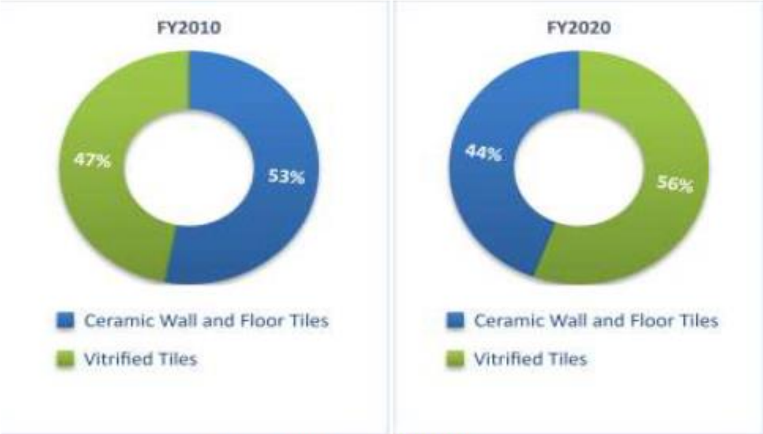
Product Segment wise Market breakup



Source: Industry estimates, ICCTAS and ICRA research

The COVID-19 outbreak is expected to further exacerbate the weakness in the domestic demand, following significant negative impact on its end consumer industry, real estate sector, given the expected slowdown in project execution and new launches. The replacement demand is also expected to remain muted due to weak consumer sentiments. Given the demand recovery is expected to be gradual with tile being a discretionary item, domestic sales are likely to be severely impacted in FY2021.

Shift in customer preference towards higher value-added vitrified tiles



Source: ICRA research, ICCTAS

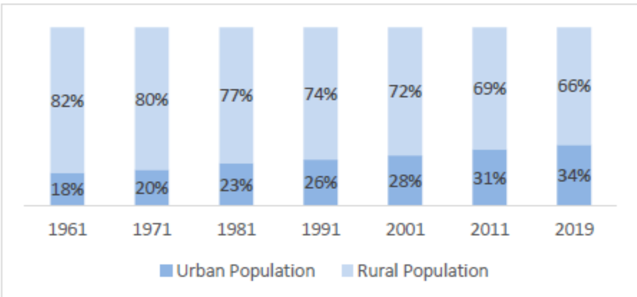
The Indian tile industry has historically been driven by ceramic wall and floor tiles. However, owing to the increase in purchasing power and changes in lifestyle, customer preferences are gradually shifting towards higher value-added premium vitrified tiles segment as is evident from the dip in value-wise revenue contribution of ceramic tiles from 53% in FY2010 to 44% in FY2020.

The structural shift in value-added products (GVT and DCVT) over the period has resulted in improvement in sales realization and profit margins, especially of branded players, who have an edge over the unorganized players in terms of faster product innovation and development. Going forward, new product innovations such as large sized tile slabs, thin vitrified tiles, slip resistant tiles, rustic look tiles, marble-stone-wood look alike tiles, stain repellent tiles are expected to drive the profitability.

DEMAND DYNAMICS

Tiles demand largely dependent on the real estate construction activity happening in the country, used as wall and floor finishing material. Wall and floor tiles are used in the residential as well as commercial real estate segment, including office spaces, retail, and hospitality (hotels) sectors.

Tile demand supported by increased construction activity in the country and the increasing rate of urbanization, which increased to 34% in 2019 as compared to 28% in 2001 of the total population. Moreover, the replacement demand, which is estimated to about 15-20% of the total demand, is also at an uptick with increasing household stock. As per census 2011 data total housing stock in the country is estimated to be 331 million, of which 306 million is occupied (about 92%).



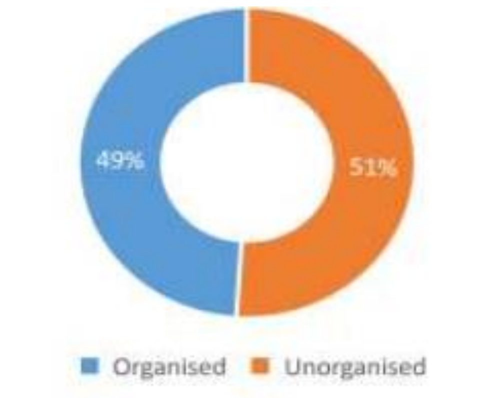
Source: Ministry of Housing and Urban Affairs, ICRA research

GOVERNMENT INCENTIVES

The real estate construction activity is also aided by the affordable housing segment, which has witnessed a pick-up in the recent years, driven by various Government initiatives and programmes. The key measures taken include - infrastructure status for the affordable housing segment, relaxation of eligibility criteria for tax exemption, developers brought under Section 80IBA and increase in allocation for the Pradhan Mantri Awas Yojana (PMAY) programme, which plans to build 1.12-crore houses by 2022. To match the expected growth in supply in the affordable segment, measures have also been taken by the Government to improve affordability for the end consumers, especially in the economically weaker section (EWS) and the lower income group (LIG) by providing a credit-linked subsidy.

Further, to improve the physical and social infrastructure across the cities of India, the Smart City Mission was launched in June 2015. The mission intends to provide core infrastructure to the citizens of the city in a sustainable, cleaner and smarter way, i.e. with the use of technology as much as possible. The Smart City Mission has a five-year horizon and will cover 100 cities. The mission will establish/create model cities that may be replicated within and outside the shortlisted smart cities, facilitating the creation of new cities on similar lines. Going forward, the domestic demand for tile will largely be dependent on the broad-based recovery in the residential real estate sector and success of Government initiatives like Housing for All by 2022, Smart Cities and Clean India programmes in the medium term. Moreover, the Government initiatives like Housing for All by 2022, Smart Cities and Clean India programmes will continue to support the tile demand in the medium term.

MARKET OUTLOOK



Source: Industry sources, ICRA research

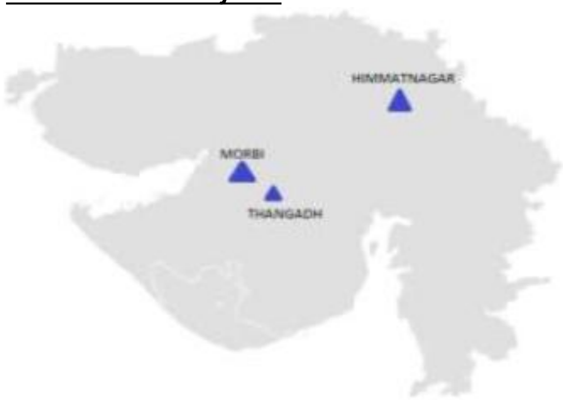
The tile manufacturing sector in India comprises various small family-owned companies and a handful of large integrated players, which together lends the industry its fragmented nature. The tile market is estimated to be split equally between these two classes of players. The organized segment (represented by large integrated companies) and the unorganized segment (represented by family-owned smaller companies) have 50% market share each.

The organized segment comprises 10–15 large integrated players with pan India presence. These companies have economies of scale, a wide dealer network enabling its reach across the country and a portfolio of branded products. These attributes have helped the organized segment set up its market share in the industry. The unorganized segment comprises small family-owned enterprises operating mostly in dedicated manufacturing hubs, of which Morbi in Gujarat has the largest share. These companies have relatively smaller economies of scale, limited geographical presence and unbranded or regional branded products.

Morbi cluster accounts for 75-80% of India's tiles production

Gujarat has three tiles' clusters – Morbi, Thangadh and Himmatnagar. The Morbi cluster is the largest tiles manufacturing zone in India. Morbi accounts for 75-80% of India's tiles and sanitary-ware products in volume terms with more than 900 tile factories, of which more than 200 units are for manufacturing vitrified tiles. In recent years, Morbi-based players have implemented the latest technology equipment to improve the quality and meet global standards. Many leading tiles companies are outsourcing their requirements from Morbi either through joint ventures or contract manufacturing.

<u>Tiles Cluster in Gujarat</u>

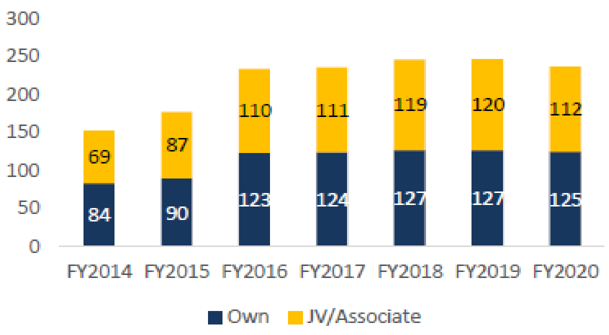


Morbi manufacturers have implemented effective cost management through Common technical resources and critical spare parts; available in the case of abrupt plant failure and multi-fuel technology kilns, which can move to natural gas or LPG depending on their price movements.

Capacity augmentation through inorganic growth

In the past, most emerging players have opted for the latest technology machineries for critical tile manufacturing processes in vitrified tiles which has led to a significant improvement in the overall product quality. Considering the improvement in product quality, leading tiles companies expanded inorganically by entering into joint ventures or outsourcing their requirements to smaller unorganized players.

Installed capacity of five large listed players (msm)



Source: Annual Reports, ICRA research

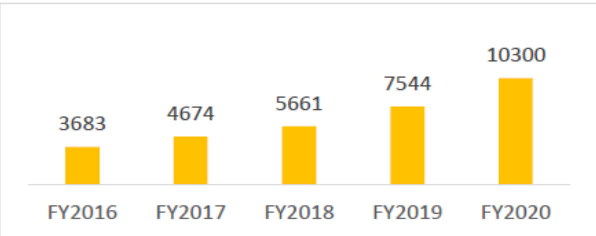
Total installed capacity of five large listed players have increased to 247 million msm in FY2019 from 152 msm in FY2014, reflecting an increase of 95 msm, out of which 55% of the incremental capacity is through joint venture or associate concerns.

At present, 47% of the installed capacity of large listed players have been acquired through a JV or a subsidiary. Majority of the JVs and contract manufacturing tie-ups have been made with Morbi based players.

Import and Export

In India, imports primarily affect South India as the shipping costs from China to South India are lower than the cost of transporting from Gujarat by road. Local manufacturers have faced stiff competition in this large geography. However, post a decline in Chinese imports, this geography has been open to the domestic players.

Exports from India grew at a CAGR of ~30% over FY2016-FY2020, primarily because of the levy of anti-dumping duty on import from China by other foreign countries such as Europe, South American countries and the US. The decline in exports from China, provided the opportunity to Indian players to showcase their quality products and capture the lost share of Chinese players.

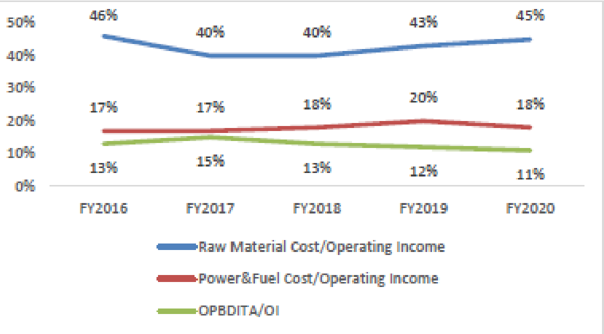


Source: DGFT, ICRA research

Going forward, Government intervention regarding anti-dumping duty on imports from China remains critical from the credit perspective of the tiles industry, especially unorganized players as cheaper import substitution may lead to significant loss in revenue. Further, other foreign countries' strategy with respect to China also remains equally critical for players predominantly present in the export markets. Furthermore, any imposition of ADD on Indian tile players may adversely affect the competitiveness of domestic tile players and will remain the key credit issue as it may impact the export revenues significantly.

Raw Material and Fuel Price Fluctuations

Profitability, RM & fuel costs of key listed players



Source: Industry, ICRA research

Raw material and power and fuel costs are key cost determinants for a tile manufacturing company forming ~40%-50% and ~15%-20% respectively of the total operating income of a typical tile player. With limited control over the input costs, the ability of a company to pass on any adverse movement in prices to its customers remains important, considering the heightened competitive pressures.

The key raw materials required in tile manufacture are clay, feldspar, glazing material and frit which are abundantly available in Gujarat and Rajasthan. The concentration of tiles players in the state of Gujarat results in low risks with respect to accessibility and transportation of raw materials. Electricity and heat are two forms of energy used in tile manufacturing. While electrical energy is used to drive motors and other electrical equipment, thermal energy (natural gas or producer gas) is used in the kiln and spray dryers. Apart from these two fuels, diesel is burnt in diesel generators. To ensure consistency of supply, majority of players have entered into fuel linkage agreements with the petroleum/energy companies for supply of natural gas.

GOVERNMENT REGULTIONS AND POLICIES

Anti-dumping duty on China improved the competitiveness of domestic players

While the tile industry faces no direct Government regulations, the domestic consumption faces stiff competition from low-cost international players like China. Hence, the Government's policies on imports and levy of anti-dumping duty play a pivotal role in maintaining the demand-supply gap. After analyzing the industry impact and to encourage domestic manufacturers, the Union Government of India has renewed the anti-dumping duty (currently of US$1.87 per square meters) on all vitrified tiles imported from China in March 2016 for a period of five years, which has had a positive effect on the industry (earlier there was a provisional anti-dumping duty, which was valid up to September 2016). Further, anti-dumping duty imposed on China by the European Union (imposed in 2011 for a period of 5 years and renewed in November 2017 for a further 5 years), Korea and Brazil is expected to support Indian exports. Any unfavorable change in the anti-dumping duty structure or its withdrawal would be detrimental for the domestic industry players.

Imposition of anti-dumping duty by Gulf Cooperation Council on India's exports likely to affect profitability, export volumes in medium term

The Gulf Cooperation Council (comprising member states of the Kingdom of Bahrain, the State of Kuwait, the Sultanate of Oman, the State of Qatar, Kingdom of Saudi Arabia, and the United Arab Emirates) initiated an anti-dumping investigation on imports of ceramic tiles from China, India and Spain on November 05, 2018. The investigation followed complaints received from the local ceramic players in the Gulf nations who cited severe pricing pressure and market share loss due to cheaper imports. India, under its foreign trade policy, provides incentives to tiles exporters – 3% under the Merchandise Exports from India Scheme (MEIS) and 2% duty drawback under the Export Promotion Capital Goods (EPCG), which the companies in the Gulf consider to be heavily subsidized. Around 199 Indian companies had co-operated in the investigation.

On April 30, 2020 the GCC finalized anti-dumping duty on ceramic tile exports from India and China for a period of five years effective from June 06, 2020. The Indian companies which co-operated in GCC's investigation have been imposed with an average duty of 41.2% (others have been imposed with 106% duty), while duty on Chinese exports is lower at an average of 23.05%. Exports to the GCC countries formed 35% of India's ceramic exports in FY2019 and 37% in FY2020 in value terms. Any dent in export volumes and profitability could lead to diversion of the production to the domestic market, causing a supply glut. In the current fiscal, however, export volumes have received an impetus given the incremental demand from Europe, USA, Australia and Africa due to anti-china sentiments and production cuts in Spain and Italy.

Shift to piped natural gas following NGT order on shutdown of coal-based gasifier

In March 2019, the National Green Tribunal (NGT) ordered an immediate shutdown on captive coal gasifier plants, which was expected to impinge the cost structure of the tiles players along with elongation of their working capital cycle. While the tightened pollution control norms and strict surveillance on its adherence had already dissuaded most of the organized players from using coal-based gasifiers the smaller organized players and the unorganized players who were operating on coal-based gasifiers were anticipated to be impacted by the NGT order. In April 2019, a price hike of ~10% was announced by the Morbi Ceramic Association to protect the profitability of players following the shift to natural gas. The price hike was expected to enhance the profitability of players already operating through PNG, however, the same did not materialize with companies passing on the benefit to garner market share amid demand slowdown. As per discussion with channel players the effective price hike remained at ~3-5%. It has led to a moderate impact on the working capital cycle as the credit period extended by coal suppliers ranges from 30 to 45 days, while for PNG suppliers, the payment needs to be done within a fortnight.

(Source: ICRA Report)

India continues to be the second largest producer and consumer of tiles in the world after China. The domestic industry size was estimated at around Rs. 280-300 billion, with the share of organized and unorganized players (majority of them based out of Morbi cluster) at 50% each. The Morbi cluster in Gujarat is the largest tiles manufacturing zone in India, accounting for 75-80% of India's tiles and sanitary-ware products in volume terms, with more than 900 tile factories in the region. The overall competitive intensity for the industry remains high because of the fragmented industry structure with a large number of unorganized players, resulting from low entry barriers with respect to easy access to the latest technology and moderate regulatory requirements.

The Indian tiles industry grew at a CAGR of 9% in the last 10-year period over FY2008-FY2019, with an increase in real estate construction activity and overall infrastructure development, in line with the rising urbanization. However, industry growth slowed down to the lower single digit in the last two to three years, primarily due to a slowdown in real estate, its key consuming sector. The domestic demand has been impacted over FY2018 - FY2020, with the implementation of the Goods and Services Tax (GST) and the Real Estate Regulation and Development Act (RERA), which resulted in a significant drop in new launches in residential real estate for the period. In volume terms, domestic consumption declined by 3% and 1% in CY2017 and CY2018. Despite poor housing demand, the industry managed to control any significant downturn, because of the rising exports, replacement demand and spending by the Government on infrastructure under various schemes. The revenues of the tile players were also affected due to a decline in sales realizations, especially in the vitrified tile segment, owing to large capacity additions in the recent past and muted domestic demand. Nevertheless, the industry players are now cautious and going slow on new capacity addition. As per the Morbi Tile Association, the number of upcoming units in the region was down to 20-25 in FY2020 compared to 120 units in FY2017-FY2018.

The domestic tiles demand was already under pressure over the last two to three fiscals amid a prolonged slowdown in the real estate sector, with the overall domestic consumption declining for the first time in CY2018 in the last decade. The pandemic is expected to further exacerbate the weakness in domestic demand, following the negative impact on its end-consumer industry, real estate sector, given the slowdown in project execution and new launches. The replacement demand is also expected to remain muted due to weak consumer sentiments. Given that the demand recovery is expected to be gradual, domestic sales are likely to be severely impacted in H1 FY2021. Industry wide revenues in Q1 FY2021 declined by almost 55-65% on a YoY basis, due to lower demand and supply chain disruptions. The plants were also shut for almost two months (April and May) due to the lockdown and labour shortage during the quarter. The operations resumed from June 2020 and witnessed a gradual recovery in both domestic and export demand, with current capacity utilisation of 60-70% industry wide. As per the industry players, recovery, post the lockdown is better-than-anticipated due to incremental order inflows from Tier 2 and Tier 3 cities, wherein the impact of Covid-19 was short-lived and construction activity is back to normalcy. Nevertheless, sustainability of such recovery, will largely hinge on a sharp recovery of the key consuming sectors and absence of any further disruption in the near future.

OUR BUSINESS

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Draft Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read "**Risk Factors**" on page 23, for a discussion of the risks and uncertainties related to those statements, as well as "**Financial Statements**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 153 and 236, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Audited Financial Statements and Limited Reviewed Financial Statements.*

Unless the context otherwise requires, in relation to business operations, in this chapter of this Draft Letter of Offer, all references to "we", "us", "our" and "our Company" are for Asian Granito India Limited as the case may be.

OVERVIEW

Headquartered in Ahmedabad, Gujarat, our Company is leading its path towards manufacturing various types of tiles, offering a wide spectrum of manufacturing, sub-contract manufacturing, marketing and distribution related activities under a single roof. Our Company was incorporated in the year 1995, began its commercial operations of manufacturing tiles in the year 2003 and since then Company has rapidly grown creating a whole cluster of integration within itself and its associate concerns. Our Company is engaged in the business of manufacturing tiles, vitrified and ceramic, and cater to an extensive gamut of consumers through a vast range of products at various price points including polished, double charged, glazed, unglazed, rustic, matt, homogenous and non-homogeneous body, etc., which are manufactured through ultra-modern high-end technology along with tailor-made designs customized according to the client requirements. With the commencement of commercial production in 2003, our Company also manufactures engineered marble and quartz stone with varied thickness, design, shape and colour range to cater to the middle to upper-middle segment using fine quality ingredients and latest expertise and technology.

Recently in 2019, our Company has also stepped in the business of bath-ware range to increase its product portfolio and strengthen the domestic and international markets reach. Company manufactures some of the products on contractual basis and imports some of the products. Bath-ware range includes faucets and sanitary ware such as wash basins, urinals, one piece and wall hung water closets and many more with latest features and technology like anti-bacterial, twin flushing technology, scratch, chemical and stain resistant, etc.

Over the years, we have made continuous investments in our manufacturing infrastructure to support our product portfolio requirements and reach. Our capabilities as a company include internal R&D expertise, state-of-the-art manufacturing capabilities, a strict quality assurance system, modern production designing experience and established marketing and distribution relationships. Our strict compliance with the internal quality control and international standards of quality, has enabled us to expand our operations internationally to countries including China, Israel, United States of America, Germany, Spain, Italy, Korea, Thailand, Myanmar, Canada, Indonesia, Australia, Bangladesh, Vietnam, Brazil, GCC Countries, Kenya, etc. Apart from manufacturing products for our dealers and distributors, we are also selling to builders, government supplies, project customers and overseas customers.

Our Company along with its subsidiaries, own 5 state-of-the-art manufacturing units spread across Gujarat. Our strategic location enables us to procure key raw materials from the quarries in Rajasthan at cheaper costs. All the units have a combined installed production capacity of 2,32,98,000 square meter p.a. (for FY 2020-21). The Company has also installed wind power generator to augment the power requirements of the aforesaid manufacturing facilities thereby reducing the usage of fossil fuel. To ensure that we supply quality products which meets the applicable standards, we have set up quality control facilities at each unit, which consists of our quality assurance and quality control teams who check and conduct various tests on the products at various stages starting from the raw materials procured to the finished products manufactured by us. All our facilities are supplemented by our utilities, such as water, power, effluent treatment plant, etc. which makes it an important link between all our facilities.

Manufacturing Facilities

Our Company currently owns three manufacturing facilities and one windmill in Gujarat. Besides our subsidiaries also own two manufacturing facilities in Gujarat. Unit I is located at Dholka, Gujarat and is used for manufacturing Ceramic Wall Tiles. Unit II is located at Dalpur, Himmatnagar and is used for manufacturing Ceramic Wall Tiles, Glazed Vitrified Tiles, Engineered Marble and Quartz Stone. Unit III is located at Idar, Sabarkatha and is used for manufacturing Ceramic Floor Tiles. Our Unit II and Unit III are ISO 9001:2015 and ISO 14001:2015 certified. Our Company is CE compliant and SASO certified. Each of our manufacturing facilities has the ability to manufacture various range and sizes of tiles and products can be inter-changed to address the requirements of customers.

The details of the manufacturing facilities are as under:

S. No.	Address	Facility	Area (Sq. Mt.)	Installed Capacity (FY 2020-21)
A	OWNED BY THE COMPANY			
1.	Opp. Hotel Rushabh Palace, Nr. Hathmati Canal, Ahmedabad - Himmatnagar Highway, Dalpur Prantij, Sabarkantha, Gujarat – 383120			
	Survey No 454 (Old Survey No. 160)	Manufacturing Vitrified Tiles	66,210	29,70,000 sq. mtr.
	Survey No 455 (Old Survey No. 162),		28,276	
	Survey No 456 (Old Survey No. 147)	Manufacturing Marble & Quartz and Ceramic Glaze Tiles	139,002	Marble & Quartz - 13,53,000 sq. mtr. Ceramic Glaze Tiles - 29,70,000 sq. mtr.
2.	*Survey No 16 Pakki, Mouje village, Javanpur, Idar, Sabarkantha Gujarat – 383430	Manufacturing	35,613	26,40,000 sq. mtr
3.	Survey No 766/A/1, 766/A/2, 767, Dholka Kheda, Dholka Highway, Mouje village Radhu Taluka Kheda District	Manufacturing	39,438	23,10,000 sq. mtr.
4.	Survey No. 204/1, Paiky 1, Arey Vill. Vanku, Ta. Abadasa – Kutch (1 unit)	Windmill	12,000	1.25 MW
B	OWNED BY THE SUBSIDIARY COMPANIES			
1.	Amazoone Ceramics Limited Block No. 83 (old Block No.450), At: Dalpur Taluka: Prantij, District:	Manufacturing	27974	21,45,000 sq. mtr.

	Sabarkantha Prantij Sabar Kantha GJ 383120 IN			
2.	Crystal Ceramic Industries Pvt. Ltd. Survey No. 206, 207, 208, 209, 210, 211 and 213 Kaiyal Shedhavi Road, At & post Kaiyal, Taluka-Kadi, District – Mehsana, Gujarat – 384450	Manufacturing	1,31,225	89,10,000 sq. mtr.

*(Land owned by Kamleshbhai Bhagubhai Patel, Jivabhai Mukeshbhai Patel, Lalabhai Vinodbhai Patel, Danjibhai Hasmukhbhai Patel, Bhikhabhai Kanubhai Patel, Bhikhabhai Bhogibhai Patel and given on lease to the Company, details mentioned under the head "**Lease Properties**" on page 142-144 of the Draft Letter of Offer. Building owned and constructed by the Company)*

Further, our Company has entered into contracts with vendors for manufacturing at their respect facilities, the details are as follows:

S. No	Name of Contract Party	Address	Product Specifications
1.	Aajveto Manufacturing Pvt Ltd	Navagam Road, Near Machhu Dam, Morbi 363641	600X600X8.3MM and 600X1200X9.0MM Polished/ Un Polished Glaze Vitrified Tiles of Premium Quality
2.	Adison Granito Pvt Ltd	Bileshvarkampa, Po- Harsol, Ta- Talod, Dist – Sabarkantha, Gujarat 383305	800X800 MM Double Charge Vitrified Tiles of Premium Quality
3.	Affil Vitrified Private Limited	Survey No. 32/1, at Pipali, 8-A, National Highway, Kandla Road, Morbi, Gujarat – 363642	600X600 MM (min. 8.0 mm thickness) Double Charge Vitrified Tiles of Premium Quality
4.	Alliance Vitrified Pvt Ltd	National Highway No. 8-A, Near Lalpar Railway Track, Morbi 363642	600X600 MM Polished Vitrified Tiles of Premium Quality
5.	Coral Ceramic Pvt Ltd	National Highway No. 8-A, Lalpar, Morbi 363642	200X1200X10.5 MM Vitrified Tiles of Premium Quality
6.	Cozy Sanitaryware LLP	8-A, National Highway Opp. Lioli Ceramic, At Juna Sadulka, Morbi 2	Sanitaryware Products
7.	Granoland Tiles LLP	Sartanpar Road NH-27, Morbi	600X1200 MM Glazed Vitrified Tiles of Premium Quality
8.	Hollis Vitrified Pvt Ltd	Lakhadhirpur Road, Opp Antique Granito, Morbi 363642 Gujarat	600X1200 MM Double Charge Vitrified Tiles of Premium Quality
9.	Honest Ceramic Pvt Ltd	Survey No 472/473, Morbi – Jetpar Road, At Jasmatgadh, Morbi 363630 Gujarat	Sanitaryware Products
10.	Ivanta Ceramic LLP	Survey No. 32/3, Opp. Pipali Village, Near Affil Vitrified, Morbi Gujarat - 363642	300x300x8.0 MM and 300X450x8.0 MM (min 7.8 mm thickness) Ceramic Wall Tiles of Premium Quality
11.	Lizzart Granito LLP	Opp – Rangpar Village, Jetpar Road, At-Rangpar Morbi 363642	600X600X7.7 MM Soluble Salt Vitrified Tiles of Premium Quality
12.	Maps Granito Private Limited	Survey No. 98-1, At Unchi Mandal, Halvad Road, Morbi 363642 Gujarat	800X800MM and 800X1200 MM Double Charge Vitrified Tiles of Premium Quality
13.	M-BO Granito LLP	Survey No 239, Sartanpar Road, 8-A National Highway, At Matel, Morbi 363642	600X600 MM Soluble Salt Vitrified Tiles of Premium Quality
14.	Metro Ceramics	8-A National Highway, Lakhadhirpur Road, Morbi	200X1000X10.0 MM Ceramic Tiles of Premium Quality
15.	Metrocity Tiles Pvt Ltd	Lakhadhirpur Road, Morbi - 363642	600X1200X9.5 MM Porcelain Tiles (both polished and unpolished) (with a water absorption ≤ 3%)
16.	Moral Ceramic Pvt Ltd	Survey No. 394P3P2, Near Aaru Sanitary, B/H Satyam Weigh Bridge, Jetpar Road, At Rangapar, Morbi 363642	300X300X8.5 MM and 400X400X11.5 MM Vitrified Industrial/ Parking Tiles of Premium Quality

17.	Mozart Vitrified Private Limited	Plot No. 164/P1, 165/P2 Santanpur Road, At Ratavirda, Wankaner, Morbi 363642 Gujarat	600X600 MM Vitrified Full body Tiles of Premium Quality
18.	Noken Vitrified Private Limited	Survey No. 204P1/P3, 205P1/P2, 208P1, 209P1/P3 At Unchi Mandal, Halvad Road, Morbi 363642 Gujarat	800X1600 MM Double Charge Vitrified Tiles of Premium Quality
19.	Perth Ceramic Pvt Ltd	S.No. 135/1, P-1, Opp. 66 KVA Substation at Unchi Mandal, Morbi 363642 Gujarat	600X600 MM Polished Vitrified Tiles of Premium Quality
20.	Real Ceramic Pvt Ltd	National Highway No. 8-A, Old Ghuntu Road, Morbi 363642	600X600 MM Polished Porcelain Tiles of Premium Quality
21.	Simola Tiles LLP	Nichi Mandal, Morbi Halvad Road, Morbi	800X1600X9 MM, 1200X1200X9 MM, 600X1200X6.0 MM Glazed Vitrified Tiles of Premium Quality
22.	Watero Sanitary LLP	Jetpar- Pipali Road, At Rangpar Bela, B/H Styam Weight Bridge and Live City Ceramic, Morbi	Sanitaryware Products

Our Company commenced its manufacturing operations of Vitrified Tiles in unit situated at Dalpur in the year 2003. This unit was enhanced to manufacture Wall Tiles in the year 2007 and engineered marble in 2011. In 2013, our Company further expanded and setup a new unit in Dholka for Wall Tiles. The units are equipped with modern machinery purchased from Italy, China, India, etc. and also contains a full range of testing equipments. All the said units are equipped with latest facilities such as water jet cutting technology, online vitrification, digital colour printing machine, pressing, drying and heating with 100% waste heat utilization plant, effluent treatment, nano filtration, evaporator, etc., wastewater reuse and recycle, etc. Our facilities are equipped with efficient equipment and robust systems for manufacturing tiles, engineered marble and quartz.

Since incorporation, it was our Company's vision and focus to manufacture and supply superior quality products to our customers, which has enabled us to expand our business operations globally. We have set up a quality control facility ("Quality Control Facility") in all our manufacturing units which carries out all the required tests on the materials received including raw materials which are used in the manufacturing process and also on the final products. Our Quality Control Facility also carries out tests on all the stages of our manufacturing processes to ensure that the quality is built through the process.

We work under the guidance of our Promoter and Managing Director, Kamleshkumar Bhagubhai Patel and Mukeshbhai Jivabhai Patel, who have experience of more than two decades in the tile industry and have been associated with our Company since its incorporation. They, along with the other Board of Directors have been instrumental in evolving our business operations, growth and future prospects.

Our consolidated revenues from operations for three months ended June 30, 2021 and for the year ended on March 31, 2021 and March 31, 2020 were Rs. 27,298.25 Lakhs, Rs. 1,29,229.94 Lakhs and Rs. 1,22,453.47 Lakhs respectively. Our consolidated EBITDA for three months ended June 30, 2021 and for the year ended on March 31, 2021 and March 31st, 2020 were Rs. 2,494.38 Lakhs, Rs. 13,595.24 Lakhs and Rs. 11,769.78 Lakhs respectively. Our consolidated profit after tax for three months ended June 30, 2021 and for the year ended on March 31, 2021 and March 31st, 2020 were Rs. 839.46 Lakhs Rs. 5,760.91 Lakhs and Rs. 4604.58 Lakhs respectively. For further details, please refer to the section titled *"**Financial Statements**"* on page 153 of this Draft Letter of Offer.

Corporate Structure

Our Company has two (02) wholly owned subsidiaries, which are AGL Industries Limited and AGL Global Trade Private Limited. Powergrace Industries Limited is a wholly owned (100%) subsidiary of AGL Industries Limited, making it a step-down subsidiary of Asian Granito India Limited. Our Company holds a shareholding of 95.32% in Amazoone Ceramics Limited and 70% in Crystal Ceramic Industries Private Limited, thereby making both of them subsidiaries of our Company.

In the year 2007, our Company pursuant to an initial public offering of 70 Lacs Equity Shares of Rs.10/- each at an issue price of Rs. 97/- per Equity Shares aggregating to Rs. 6,790.00 lakhs, listed its Equity Shares on BSE and NSE. The market capitalization (full float) of our Company as at June 30, 2021 was Rs. 63,654.64 Lakhs *(Closing Price Rs. 185.65)* on NSE and Rs. 63,620.36 Lakhs *(Closing Price Rs. 185.55)* on BSE.

(Source: https://www.nseindia.com/get-quotes/equity?symbol=ASIANTILES and https://www.bseindia.com/markets/equity/EQReports/StockPrcHistori.aspx?expandable=7&scripcode=532888&flag=sp&Submit=G)

Impact of COVID-19 on our business operations

In late calendar 2019, COVID-19, was first reported in China. Since then, the virus has progressively spread globally to many countries. The pandemic outbreak caused an economic downturn on a global scale, including closures of many businesses and reduced consumer spending, as well as significant market disruption and volatility. The demand for our products is dependent on and directly affected by factors affecting industries where our products are applied. Our products are typically supplied in real estate sector and there was a global slowdown in project execution and new launches.

The lockdown did not halt operations within our factories after Central Government lifted partial restrictions since most of the factory employees were stationed within and nearby premises of our manufacturing facility. Thus, the factories were running at 75% - 90% capacity after lockdown. However, the retail sales were hampered and large quantities of export and domestic finished goods was stored at our warehouses. We faced increased inventory levels during the first two months of the pandemic. Additionally, due to lock down in metro cities demand for marble and quartz in domestic market dipped which has now started to improve. International market has continued to stay robust with respect to demand.

COVID impacted the movement of goods and services across the world from the first week of March 2020 and there was container shortage from China. Therefore, the material movement was hit which gradually picked up from May 2020. Domestic transport on the other hand was operating normally with no Government hindrances after some of the restrictions were lifted. Finally, USA - Department of Commerce imposed anti-dumping and countervailing duties on China in the range of up to 350% on tiles and up to 750% on quartz slabs exports to USA. This opened huge opportunities for exports to USA which was seized by our Company to cover for the turnover decline.

Although we did not achieve the growth and profits as projected during the first quarter of FY 2020-21 but our Company managed to take proactive steps to ensure that the business lost was regained in the forthcoming quarters and we continue to closely monitor the impact that COVID-19 may have on our business and results of operations.

OUR COMPETITIVE STRENGTHS

A. State-of-the-art manufacturing facilities with strong focus on design and quality

Our Company manufactures majority of our products in-house at our manufacturing units established in Gujarat which have a combined installed production capacity of 79,600 sq. mt. per day (FY 2021-22). Our manufacturing facilities are fully integrated from raw material handling to finished goods, warehousing process, and are equipped with ultra-modern & latest technology machineries such as Kiln, Spray Dryer, Press, Digital Printing, Glazing Line, etc. enabling us to manufacture various sizes of products, minimize human labour involvement and achieving cost efficiencies. Our machineries are imported as well as domestically procured and match the international quality standards. Our Company has in-house research and development department to facilitate new varieties in addition to facilitating conducting of tests and analysis of various products. Our facilities are multi-purpose that are designed to allow a level of flexibility enabling us to manufacture various sizes of our products and provide us with the ability to modify and customize our product portfolio to address the changing requirements of customers with minimal future capital investments. Over the years, Company has made continuous investments in our manufacturing infrastructure to support our product portfolio requirements and reach. Our Company expects to continue to further develop the technological systems and improve the processes to increase asset productivity, operating efficiencies and strengthen our competitive position.

B. Wide product portfolio

We have gradually diversified, expanded and evolved our operations from manufacturing vitrified tiles in 2003 to manufacturing / sub-contract manufacturing ceramic wall & floor tiles, glazed vitrified tiles, polished vitrified tiles, engineered marble & quartz and bath-ware as per the needs of our clients and dealers. Our product portfolio consists of 1,400+ designs which are categorized into various series and available in multiple sizes. We engage in continuous product development and introduction of new designs to keep up with the trends and meet our customer requirements. We have an in-house laboratory for quality control purpose and we believe that focus on innovation and quality are the key strengths for our success over the years. We believe that maintaining a wide range of designs and offering various sizes of our products in our business provides us with an opportunity to cater to diverse needs of different customer segment and capture higher market share.

C. Widespread sales and dealer's network

Our marketing model for our domestic and export operations is majorly divided into supply of our products through dealer-distribution network, supply of products for infrastructure related projects, to government as well as private enterprises and to private customers. We have 1,300 registered dealers across the globe and have PAN India presence. We also facilitate display and sales from our owned as well as rented showroom in addition to setting up our Company's exclusive dealer's showroom. Company has 310+ showrooms across India which includes 297+ franchise-owned and franchise operated exclusive showrooms and 13 company-owned and company-operated (COCO) display centres. We have maintained long term relationships with most of our dealers. We believe our dealer relationships are led primarily by our ability to develop new and trending designs, meet stringent quality and technical specifications and providing better pricing and delivery terms than that of our competitors. As a result, we have a high customer retention and have been manufacturing products for some of our customers for a very long period of time. Our dealers' network is aided by our capable in-house sales and marketing team which liaise with the dealers on a regular basis for customer inputs, market demands, design improvements, new product development, as well as positioning of our products vis-à-vis products of our competitors.

D. Experienced management and dedicated employee base

We are led by a group of individuals, having a proven background and rich experience in the ceramic industry. Our promoters and directors have been associated with us since the inception and has an experience of more than two decades in the tile industry. Their individual industry experience enables us to anticipate and address market trends, manage and grow our operations, maintain and leverage customer relationships. We have an experienced and professional management team with strong asset management and execution capabilities. The team comprises of personnel having technical, operational and business development experience. We have employed suitable technical and support staff to manage key areas of activities allied to operations. Our team is well qualified and experienced in this industry and has been responsible for the growth of our operations. Further our employee base includes experienced senior executives, many of whom have been with us for a significant period of time.

We believe the stability of our management team, the industry experience brought in coupled with their strong repute and relationships with various stakeholders, will enable us to increase our operating capabilities, improve the quality of our products, continuously upgrade our processes and designs and continue to take advantage of future market opportunities and expand into new markets in the ceramic industry

E. Proximity to raw material sources

The main raw materials used in our production processes comprise, amongst others, clay, quartz, dolomite and feldspar. These are available in large quantities in the neighboring state of Rajasthan. Our units are based in Gujarat, which is easily accessible by road and also has the advantage of proximity to the Mundra Port through which we receive our imported raw materials such as Ukraine clay and colour pigments. Proximity to raw materials enables us to maintain cost efficiency.

F. Efficiency of the production processes

We are equipped with modern technology at our manufacturing facilities. We are focused on monitoring labour and productivity related issues and have also adopted a policy of constant improvement across all the major processes. In addition, we use Management Information Systems (“MIS”) tools for running our operations at optimal efficiency. Our trained and experienced manpower has also helped in streamlining the production process and increasing the output. We also believe that by following a worker friendly policy we have developed cordial relations with our work force which has also helped in ensuring smooth production process in our facilities.

BUSINESS STRATEGY

Our vision is to become a global leader in providing innovative lifestyle solutions and to create stakeholder success. We plan to implement the following strategies:

a) Leveraging of our Marketing Skills and Relationships

We continue to enhance our business operations by ensuring that our network of customers increases through our marketing efforts. Our core competency lies in our deep understanding of our customers’ buying preferences and behavior, which has helped us in achieving customer loyalty. We endeavor to continuously improve the product-mix offered to the customers as well as strive to understand and anticipate any change in the expectation of our clients towards our products. We intend to strengthen our existing marketing team by inducting personnel with expertise in the ceramic and marble industry, who will supplement our existing marketing strategies in the domestic and international markets. We have already started out on our journey as a supplier and exporter of our existing products in the international market, by supplying products in conformity with the international standards, which makes the quality of our products, our biggest marketing technique. Our international operations have enabled us to learn and follow the global trends, improve our efficiency, quality and trend analysis and better customer servicing, which will help us in the future in penetrating global markets with a wide market reach.

b) To develop export opportunities for our products

We currently export our products to more than 100 countries such as China, Israel, United States of America, Germany, Spain, Italy, South Korea, Thailand, Myanmar, Canada, Indonesia, Australia, Bangladesh, Vietnam, Kenya, Sri Lanka, Brazil, South Africa, Iraq, Saudi Arabia, UAE, Oman, Qatar, Kuwait, Bahrain, etc. and plan to further expand our export operations globally. India is one of the major exporters of tiles and ceramic products while developed economies such as US is one of the major importers of ceramic tiles. Our product portfolio is primarily focused on offering differentiated products based on customer's requirements. Through a combination of increased capacities, reduced costs, wider range of products and services adhering to global standards, marketing initiatives, competitive pricing and more efficient use of our resources, we intend to expand our global footprint and become a preferred global brand in tiles.

c) Strengthen our brand value

We intend to make consistent efforts to strengthen our brand "AGL" globally and enhance our brand visibility by undertaking various marketing initiatives. We intend to make conscious efforts to internationally promote our brand in alignment with domestic promotion and increase our brand visibility and brand recall by gradually increasing our advertising and publicity overheads in line with the growth in our business operations. Our existing business operations and age-old relationships with the existing customers, distributors, dealers, sub-dealers, suppliers, etc., will aid us to expand the brand across the globe. We believe we are well positioned to strengthen the "AGL" brand in our industry.

d) Enhanced focus on efficiency, cost and return on capital

We intend to continue to improve the efficiency of our operations, reduce costs, improve margins and enhance the efficiency of capital employed thereby increasing the return on our capital, while still focusing on sustainable growth. We continue to prefer asset lite model approach in our business.

We will continue to leverage technology for better demand planning, replenishment and in season management activities. This will help us improve sales and sell through, allowing us to increase turnover and minimize markdowns on our inventory. These actions are expected to improve margins, reduce costs and also reduce our overall inventory and debtor levels. With a strong focus on cash generation, we are also rationalizing and reducing our exposure to customer segments and channels that require us to maintain high levels of inventory or have longer payment cycles. We believe our focus on costs, network efficiency and asset turns will help us improve our profitability and return on capital employed.

e) Investing in technological enhancements

We continue to further develop our technology systems to increase asset productivity, operating efficiencies and strengthen our competitive position. We believe that our in-house technology capabilities will continue to play a key role in effectively managing and expanding our operations, maintain strict operational and fiscal controls and continue to enhance customer service levels. New technologies are constantly being developed for the various processes of manufacturing and we have invested in the latest available technology from foreign countries like Italy and China in our plant and machinery to ensure that our manufacturing processes are up to date. We intend to continue upgrading our in-house technology capabilities to develop customized systems and processes to ensure effective management control. We continue to focus on further strengthening our operational and fiscal controls.

f) Maintain and Expand Long-term Relationships with Clients

Our Company believes that business is a by-product of relationship. The business model is based on client relationships that are established over period of time rather than a project-based execution approach. Our Company believes that long-term client relationship, quality products and services fetch better dividends. Long-term relations are built on trust and continuous satisfaction of the customers. It helps understanding the basic approach of our Company, its products and its market. It also forms basis of further expansion for our Company, as we are able to monitor a potential product/ market closely. We intend to focus on expanding our customer base and forming new long-term relations with our customers by catering to their needs and demands in a timely, efficient and cost-effective manner.

BUSINESS DETAILS

Product Portfolio

We are in the business of manufacturing / sub-contract manufacturing and marketing of ceramic and vitrified tiles, engineered marble and quartz stone and bath-ware, a brief description of the same is given below:

A. <u>CERAMIC TILES</u>

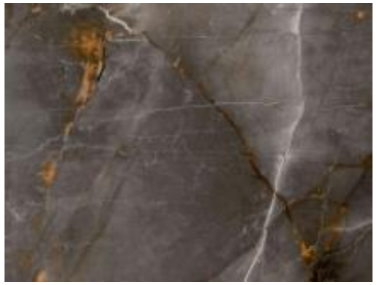
Our Company offers ceramic, digital wall and floor tiles in various sizes, colors, designs, thickness & patterns. Ceramic tiles are made from a mixture of clay, sand and other materials like Feldspar, Talc & Dolomite etc. The tiles are produced when the raw materials are combined and moulded into shape and then fired at a high temperature ranging from 1050 degrees Celsius to 1250 degrees Celsius as per product requirement in a kiln.

Floor Tile: 600x600 mm

Floor Tile: 300x300 mm

Wall Tile: 300x600 mm

Wall Tile: 300x450 mm



Wall Tile: 600x1200 mm

B. <u>VITRIFIED TILES</u>

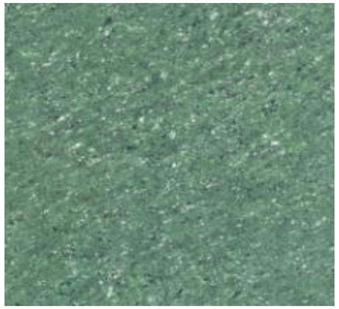
Vitrified tiles are made from clay, but they have purified form of natural ingredients. When these ingredients passed thru kiln, they melt and form a glass substrate throughout the tile. This glass addition makes vitrified tiles very strong and smooth, with far fewer pores in their body than ceramic tiles. Vitrified tiles are further divided into four categories, namely double charge vitrified tiles, and glazed vitrified tiles.

Double Charge Vitrified Tiles

Double charge vitrified tiles are tiles that are fed through a press which prints the pattern with a double layer of pigment. In the double feeding, top side (upper surface) will have expensive and design paint which is about 40% costly and bottom part will have slightly cheaper body and both are pressed in the sand witched form. This process does not permit complex patterns but results in a long-wearing tile surface, suitable for heavy traffic commercial projects. We use the latest Nano technology that gives it extra-ordinary durability, high gloss and a stain resistant surface, so that it retains inherent splendor.

Glazed Vitrified Tiles
Glazed vitrified tiles are flat slabs manufactured from ceramic materials such as clay, feldspar and quartz and other additives and fired at high temperatures to ensure high strength and low water absorption. These tiles are coated with glaze materials prior to the firing process. Being fully automatic imported machine-made products, these tiles are consistent in different sizes, shapes, colors combination and thickness. With latest technology by its side, these tiles are able to offer affordable brilliant products which vary in terms of surface finishing (Glossy, Matt, Metallic, Polished, Structured, Rustic and Sucre).

Double Charge Vitrified Floor Tile: 600x600 mm

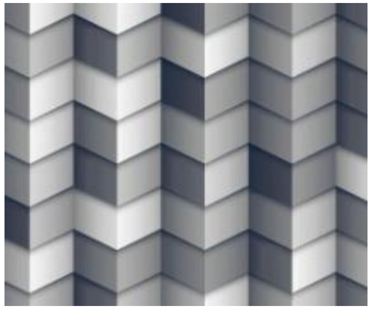


Double Charge Vitrified Floor Tile: 800x800 mm

Glazed Vitrified Floor Tile: 600x1200 mm

Glazed Vitrified Wall Tile: 300x600 mm

Glazed Vitrified Wall Tile: 600x600 mm



C. <u>**HEAVY DUTY TILES**</u>

Heavy duty tiles include the following.

Hi-Tech Tuff Guard Digital Tiles with tuff guard coating which are incredibly strong and robust with an extremely hard surface and is processed for an attractive appearance. This high-end technology gives tiles an astonishing endurance, making them highly resistant to abrasion, stain, tarnish, scratch and rough handling.

Tuff Guard Anti-Bacterial Tile (“**T.A.B.**”) is made with tuff guard plus anti-bacterial glazing made of Silver Ions homogenously distributed throughout the matrix that hinders the growth of bacteria and germs which comes in contact. They have features like anti-skid surfaces, stain and high abrasion resistant, scratch resistance, durable body, chemical & alkaline resistant which makes it ideal for high traffic areas of hospitals, schools, restaurant, hotels, gym, clubs, clinics, labs, etc. AGL TAB tiles are eco-friendly, keep fighting against bacteria 24X7 to keep surface safe, and harmless to human bodies which makes it perfect solution for wall & floor.

Solar Reflective Roof Tiles (“**Eco Blanco**”) are the ones that reflects the sun’s heat and emits absorbed radiation back in to the atmosphere. This keeps the inside structure of the building cooler.

Parking Plus Heavy Area Tiling Solution (“**GRANDURA plus**”) are digital vitrified tiles evolved with additional value and new technological feature with extra durability.

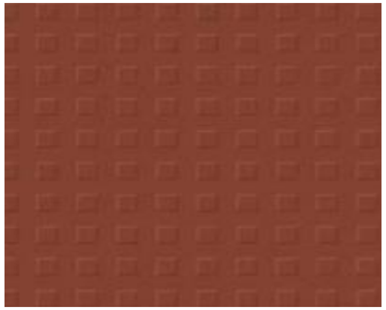
Hi-Tech Tuff Guard Digital Floor Tile: 600x600 mm

T.A.B. Floor Tile: 600x600 mm

Eco Blanco Floor Tile: 300x300 mm

GRANDURA plus Floor Tile: 400x400 mm

GRANDURA Floor Tile: 300x300 mm

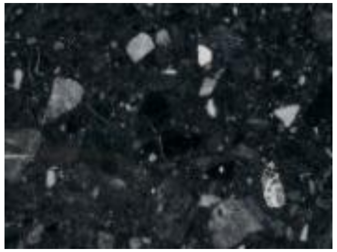


D. <u>ENGINEERED MARBLE AND QUARTZ STONE</u>

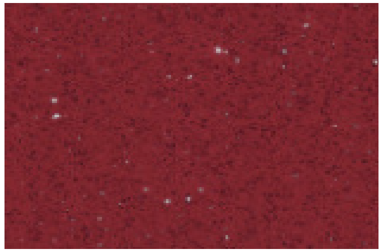
Marble is a very popular natural stone that is quarried and cut into slabs and tiles and used for a variety of applications. Engineered Marble produces the same aesthetic look with better technical specifications.

Quartz made of 93% natural quartz, aggregates are mixed with the remaining 7% of color pigments and polymer resins which transforms it into a product of exceptional strength and beauty. Quartz is much harder material than many stones. The product stands out for its aesthetical versatility and luxurious finishing.

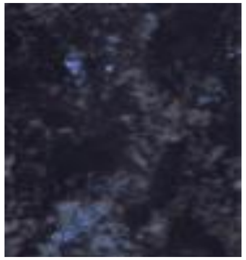
Marble Floor: 3025x1225 mm



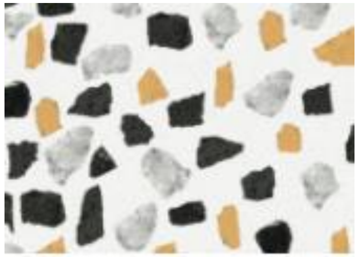
Quartz Countertop / Wall: 3100 X 1400 mm, 3200 X 1600 mm



E Rock Countertop / Wall: 800 X 2400 mm



Marble Floor: 3025x1225 mm



Quartz Countertop / Wall: 3100 X 1400 mm, 3200 X 1600 mm

E. <u>BATHWARE</u>

Faucets: We import as well as manufacture wide collections of faucets and we are one stop bathroom and allied product solution provider. These variety of faucets are anti-bacterial, easy to install and clean, scratch resistant and chemical and stain resistant. Most of our products are based on Twin Flushing Technology which helps in saving water.

Sanitary Ware includes wide range of one-piece water closets, wall hung, urinals, basins and allied accessories for sanitary requirements.

Health faucet with wall hook and hose pipe

Basin 600 x 420 x 125 mm

Single lever basin mixer with braided hoses

Base Cabinet, Basin and Mirror

Overhead Rain Shower 200x200mm

Manufacturing Process Flow

A. Ceramic Wall Tiles

Collection and preparation of raw materials → Raw Materials, chemicals and water mixing into slurry and storage in tanks → Feeding, Air Heating, Spray drying of slurry and storage of powder → Seiving, Powder Feeding → Pressing and Automatic Conveyor / Fettling → Drying and first firing → Glazing and second firing of tiles → Sorting, Packaging and Dispatch

- **Raw materials for the body:** The main raw materials are clay, quartz & feldspar. Function of clay is primarily to give the humidified mix the elasticity needed to obtain, (through a shaping process), tiles which in their unfired state have the physical properties that will allow them to be manipulated, transported and moved; quartz sand, whose function is to reduce any size variation that may otherwise occur due to the firing process that glazed tiles undergo; feldspar and carbonatic (in powder form), whose function is mainly to facilitate a glossy finish on tiles.

- **The preparation of the mixture:** The preparation of the mixture primarily consists of weighing as per requisite composition on a weighing hopper and thereafter feeding into the ball mill through conveyor, wherein water is added to the charge and the mix is grinded into a slurry form with the help of grinding machine. This slurry mixture is then discharged into storage tanks whih is then fed to the Spray Dryer Chamber, which is heated at high temperature for obtaining the powder form. This powder is transferred through conveyor and collected in the storage Silos. These series of operations homogenize the material, with the appropriate grain size distribution so as to be relatively fine, and with enough water for the subsequent moulding process. At the end of this phase, the mixture may consist of a powder with a 4% - 7% water content (for pressure moulding), or, a 15% & 20% water content (for extrusion moulding). In both cases, the basic operations of this production phase are: grinding, mixing-blending, and regulating the water content.

- **Shaping:** The powder obtained from the above process is sieved on a vibrator fitted with a magnet and is then fed onto the hoppers of the Hydraulic Press where the powder is pressed in the die to take the shape of a tile of specific size as per the cavity of the die.

Most ceramic tiles produced are moulded by 'dust pressing'. During the dust pressing process, the mixture — a powder with an average humidity of 4-7%- is compressed between two surfaces, with an average pressure between 200 and 400 kg/cm2 that causes the reorganization and partial deformation of the grains, so as to produce a sufficiently dense and resistant tile to the Horizontal Roller Dryer. Some products, (terracotta and clinker tiles), are moulded by the 'plastic method', starting with a mixture whose humidity content ranges from 15 to 20%, depending on the type of product. A continuous ribbon of material is emitted by the extrusion machine, which is then cut as required. The tiles are then transferred through a conveyor to Horizontal Dryer cooler box for drying.

- **First Firing:** Drying and removing water after the moulding process is critical to the integrity of the product. The tiles thereafter are fed into the Kiln in which the firing process takes place. The most commonly used first firing in the ceramic tile industry is hot air rapid dryer. These are used in such a way as to both heat the material (to draw the water from the interior to the exterior) and evaporate and remove the water from the surface of the tiles.

- **Glazing:** Glazes are mixtures of different minerals and composites (frit, which is prefabricated glass, kaolin, silica sand, various oxides, coloring pigments) that are applied to the surface of the tile and then fused to it. During the subsequent cooling phase, the fused layer hardens to form a layer of glass, which gives the tile surface the specific properties noted above. It also makes the surface impermeable.

- **Second Firing:** The tiles thereafter are fed into the fast single layer roller Kiln in which the second firing process takes place. Tiles emerge from the second firing process with the physical properties required for their various specific uses. The firing takes place in continuous roller Kilns where the tiles are moved along on special transportation systems, which lead them to be first preheated and then brought to firing temperature, (which ranges from about 900°C to over 1250°C (depending on the required qualities of the product). The firing binds all the particles firmly together and provides the required attributes of the final product, (impermeability, hardness etc.). The tiles are kept at firing temperature for some time, after which they are gradually cooled, (while still inside the oven), to temperatures that allow them to be safely moved from the roller Kiln.

- **Sorting:** The firing is the concluding technical phase of the production cycle of a ceramic tile. The material that emerges from the oven is the final product, with the exception of specific surface treatments for some types of products, like the polishing of porcelain tiles. Before they are sent to be packed and stored, tiles undergo a careful quality inspection and selection. The sorting process seeks to, (i) eliminate defective pieces, and (ii) grade the tiles depending on the quality achieved.

B. Ceramic Floor Tiles

Collection and preparation of raw materials → Raw Materials, chemicals and water mixing into slurry and storage in tanks → Feeding, Air Heating, Spray drying of slurry and storage of powder. → Seiving, Powder Feeding → Pressing and Automatic Conveyor / Fettling → Glazing → Drying and firing → Sorting, Packaging and Dispatch

- **Raw materials for the body:** The main raw materials are clay, whose function is primarily to give the humidified mix the elasticity needed to obtain, (through a shaping process), tiles which in their unfired state have the physical properties that will allow them to be manipulated, transported and moved; quartz sand, whose function is to reduce any size variation that may otherwise occur due to the firing process that glazed tiles undergo; feldspar and carbonatic (in powder form), whose function is mainly to facilitate a glossy finish on tiles. Body formulation depends on type of product.

- **The preparation of the mixture:** The preparation of the mixture primarily consists of weighing as per requisite composition on a weighing hopper and thereafter feeding into the ball mill through conveyor, wherein water is added to the charge and the mix is grinded into a slurry/slip form with the help of grinding machine. This slurry mixture is then discharged into storage tanks whih is then fed to the Spray Dryer Chamber, which is heated at high temperature for obtaining the powder form. This powder is transferred through conveyor and collected in the storage Silos. These series of operations homogenize the material, with the appropriate grain size distribution so as to be relatively fine, and with enough water for the subsequent moulding process. At the end of this phase, the mixture may consist of a powder with water content. The basic operations of this production phase are: grinding, mixing-blending, and regulating the water content.

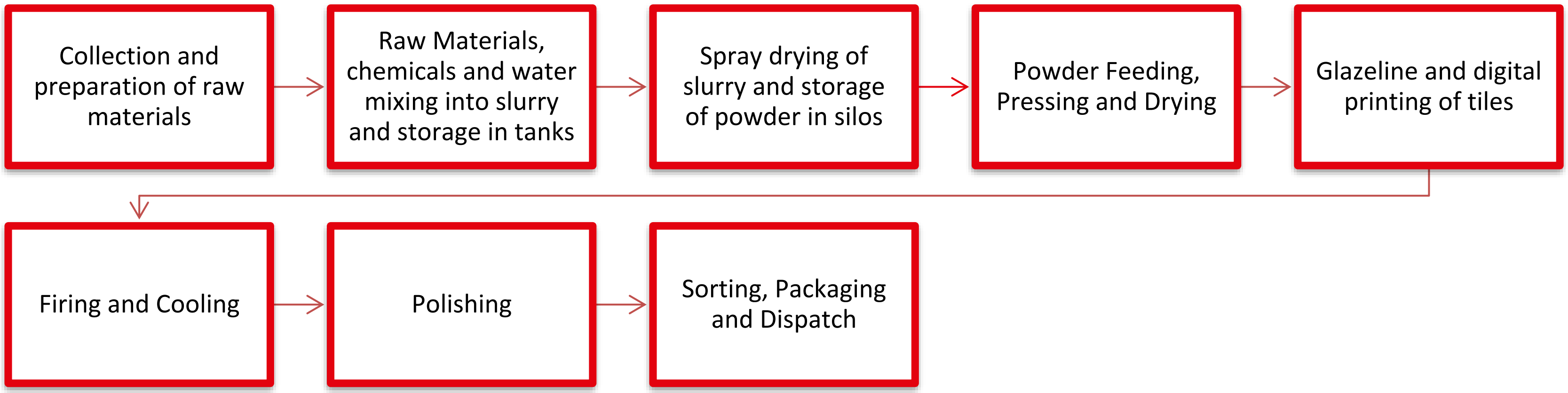
- **Shaping:** The powder obtained from the above process is sieved on a vibrator fitted with a magnet and is then fed onto the hoppers of the Hydraulic Press where the powder is pressed in the die to take the shape of a tile of specific size as per the cavity of the die. Most ceramic tiles produced are moulded by 'dust pressing'. During the dust pressing process, the mixture — a powder with an average humidity and is compressed between two surfaces that causes the reorganization and partial deformation of the grains, so as to produce a sufficiently dense and resistant tile to the Horizontal Roller Dryer. A continuous ribbon of material is emitted by the extrusion machine, which is then cut as required. The tiles are then transferred through a conveyor to Horizontal Dryer cooler box for drying.

➢ **Glazing:** Glazes are mixtures of different minerals and composites that are applied to the surface of the tile and then fused to it. During the subsequent cooling phase, the fused layer hardens to form a layer of glass, which gives the tile surface the specific properties noted above.

➢ **Firing:** The tiles are fed into the Roller Kiln in which the firing process takes place. The most commonly used first firing in the ceramic tile industry is Roller Kiln firing. These are used in such a way as to both heat the material (to draw the water from the interior to the exterior) and evaporate and remove the water from the surface of the tiles.

➢ **Sorting:** The firing is the concluding technical phase of the production cycle of a ceramic tile. The material that emerges from the oven is the final product, with the exception of specific surface treatments for some types of products, like the polishing of porcelain tiles. Before they are sent to be packed and stored, tiles undergo a careful quality inspection and selection. The sorting process seeks to, (i) eliminate defective pieces, and (ii) grade the tiles depending on the quality achieved.

C. Glazed Vitrified Tiles



➢ **Processing of Raw Materials:** The process is started with preparation of charge which is made from different types of raw materials such as clays, feldspar, quartz, sand, pigments, ceramic colorants, etc. weighed as per requisite composition on a weighing hopper. This charge is then fed into the ball mill through conveyor, wherein water is added to the charge and the mix is grinded into a slurry form with the help of grinding machine. This slurry mixture is thereafter discharged into storage tanks fitted with agitators to keep the slurry in suspension. From this storage tank, the slip is transferred to another storage tank post sieving process. The filtered slurry is thereafter fed to the Spray Dryer Chamber, which is heated at high temperature using coal or natural gases to reduce the moisture content. The output is now in a powder form, which is obtained with specific moisture content by adjusting the inlet and outlet temperatures of the Spray Dryer. This powder is transferred through conveyor and collected in the storage Silos.

- **Formation of Tile Body and Drying:** The powder obtained from the above process is sieved on a vibrator and is then fed onto the hoppers as per the required weight of the Hydraulic Press where the powder is pressed in the die to take the shape of a tile of specific size as per the cavity of the die. Tiles which comes out of the Press are sent to the Horizontal Roller Dryer where they are heated to a specified temperature to remove the moisture.

- **Preparation of Designs and Screen Printing of Tiles:** In the glaze line and printing section, various types of designs are prepared and printed on the dried tiles by applying colours from the screen printing machines. Tiles with specific finish needs are to be screen printed, whereas other types of tiles may not be subjected to this operation. Latest technology is printing with digital printer.

- **Firing:** The tiles thereafter are fed into the Fast Single Layer Roller Kiln in which the firing process takes place. The Kiln has different temperatures ranging from 300-1250 degree centigrade in its different zones and thereafter the tiles are cooled. Here, vitrification takes place in the tile body. This process removes the moisture content of the final tiles.

- **Polishing:** The baked tiles are subjected to polishing under polishing line. The tiles are also side-chamfered. Thus, in this process, size and thickness variations are minimised. Matt finish tiles do not need polishing operations.

- **Sorting and Packing:** The polished tiles are subjected to quality checking and sorting, where an operator marks out the tiles with defects and segregates them into different grades of quality. Different grades of finished tiles are then packed into different types of packing boxes which are marked accordingly. The packed finished goods are thereafter sent for dispatch.

D. Double Charge Vitrified Tiles

Collection and preparation of raw materials → Raw Materials, chemicals and water mixing into slurry and storage in tanks → Spray drying of slurry and storage of powder in silos → Seiving, Powder Feeding and Design Feeding → Automatic Conveyor, Fettling and Drying → Firing and Cooling → Polishing → Sorting, Packaging and Dispatch

- **Processing of Raw Materials:** The process is started with preparation of charge which is made from different types of raw materials such as clays, feldspar, quartz, sand, pigments, ceramic colorants, etc. weighed as per requisite composition on a weighing hopper. This charge is then fed into the ball mill through conveyor, wherein water is added to the charge and the mix is grinded into a slurry form with the help of grinding machine. This slurry mixture is thereafter discharged into storage tanks for homogeneous misture for approximately 24 hours. From this storage tank, the slip is transferred to another storage tank with vibrator fitted with a magnet for iron removal from the slurry. The iron content Is all separated from the slurry and the filtered slurry is thereafter fed to the Spray Dryer Chamber, which is heated at high temperature using coal and natural gases to reduce the moisture content upto 6% - 7%. The output is now in a powder form, which is obtained with specific moisture content by adjusting the inlet and outlet temperatures of the Spray Dryer. This powder is transferred through conveyor and collected in the storage Silos.

- **Designer Feeder:** The powder obtained from above process is put in a design feeder.

- **Formation of Tile Body and Drying:** The powder obtained from the above process is sieved on a vibrator fitted with a magnet and is then fed onto the hoppers of the Hydraulic Press where the powder is pressed in the die to take the shape of a tile of specific size as per the cavity of the die. Green Tiles which comes out of the Press are sent to the Horizontal Roller Dryer where they are heated to a specified temperature to remove the moisture.

- **Firing:** The tiles thereafter are fed into the fast single layer roller Kiln in which the firing process takes place. The Kiln has different temperatures ranging from 300-1250 degree centigrade in its different zones after which the colling also takes place. Here, vitrification in the tile body is done.

- **Polishing:** The baked tiles are subjected to polishing in polishing line. The tiles are also side-chamfered. Thus, in this process, size and thickness variations are minimised. Matt finish tiles do not need polishing operations.

- **Sorting and Packing:** The polished tiles are subjected to quality checking and sorting, where an operator marks out the tiles with defects and segregates them into different grades of quality. Different grades of finished tiles are then packed into different types of packing boxes which are marked accordingly. The packed finished goods are thereafter sent for dispatch.

E. Engineered Marble and Quartz Stone

Engineered Marble

The manufacturing process begins with selection of raw materials which mainly comprise of Dolomite stones. These stones are procured domestically as well as imported.

The stones are crushed and blended into grains and powder in a crusher plant. Thereafter these grains are graded and transferred to Silo grading-wise.

Subsequently these grains are added to the mixture in appropriate ratio with polyester resin, hardener, colour shaker and other additives.

The mixture is then fed into presser and compacted into slabs by a vacuum and vibration process. This process minimizes porosity and reduces water absorption.

The slabs are then moved to polish line for polishing and finishing. After polishing, the slabs are checked for quality and prepared for packing.

Quartz Stone

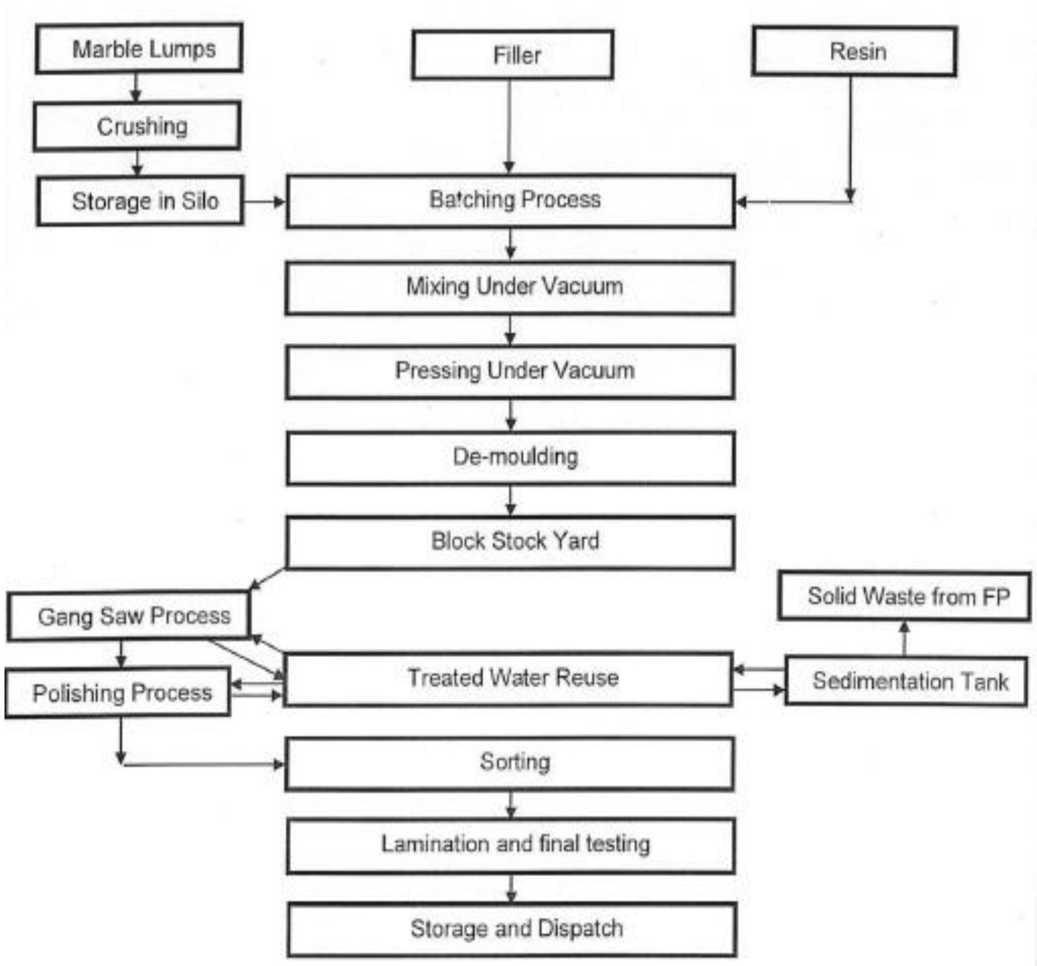
The manufacturing process begins with selection of raw quartz materials which is procured domestically as well as imported.

The materials undergo sieving and grading as required and fed into Silo. They are crushed and blended in the required composition with polyester resin and other additives for bonding.

The mixture is compacted into slabs by a vacuum and vibration process. This process minimizes porosity and reduces water absorption.

The slabs are then cured in a burner / oven / dryer for stiffness and to attain the essential properties of resistance to stain and impact. The curing process is following by natural cooling.

When curing is completed, the slabs are gauged, calibrated, polished and prepared for packing.



PLANT AND MACHINERY

All our manufacturing units are equipped with various machinery, technology and equipment for the purpose of effectively carrying out our manufacturing process. Some of the important machineries installed in our plants are as given below:

Unit	Plant & Machinery	No. of machines	Make
Dholka Unit – Ceramic Glaze Tiles	Glaze Ball Mill	5	Delite (Indigenous)
	Weighing Hopper	1	Indigenous
	Glaze Line	3	Indigenous
	Printing Machine	2	Creta and Technoferrari (Italy)
	Spray Dryer Machine	1	Indigenous
	Kiln	1	Moderna (China)
	Press	2	Sacmi (Italy)
	Other machines & Installations	54	Indigenous
Idar Unit – Ceramic Glaze Tiles	Glaze Ball Mill	10	China – 2 machines Indigenous – 8 machines
	Weighing Hopper	1	Indigenous
	Glaze Line 168 Mtrs	1	Indigenous
	Printing Machine	1	Creta Italy
	Spray Dryer Machine	1	Indigenous
	Kiln	1	Moderna (China)
	Glaze Tanks	14	Indigenous
	Press	1	Sacmi (Italy)
	Vibrator	8	Indigenous
	Silo	5	Local
	Other machines & Installations	17	Indigenous
Dalpur Unit – Ceramic Glaze Tiles	Ball Mill	6	China – 3 machines Indigenous – 3 machines
	Weighing Hopper	2	Indigenous
	Glaze Polishing Line	2	Indigenous
	Printing Machine	2	Kerazit and Technoferrari (Italy)
	Spray Dryer Machine	2	Indigenous
	Kiln	2	Moderna China, DLT China
	Glaze Tanks	25	Indigenous
	Press	3	Sacmi Italy
	Vibrator	15	Indigenous
	Silo	18	Indigenous
	ETP	1	Indigenous
	Other machines & Installations	44	Imported and Indigenous
Dalpur Unit – Vitrified Tiles	Ball Mill	13	Indigenous
	Weighing Hopper	2	Indigenous
	Glaze Line	2	Indigenous
	Printing Machine	2	System and Technoferrari (Italy)
	Spray Dryer Machine	2	Indigenous
	Kiln	2	Moderna China
	Press	2	Sacmi Italy
	Vibrator	14	Indigenous
	Silo	30	Indigenous
	ETP	1	Indigenous

	Other machines & Installations	189	Imported and Indigenous
Dalpur Unit – Marble & Quartz	Gangshaw Machine	7	Indigenous
	Block Pressing Machine	2	Indigenous
	Polishing Machine	3	Indigenous
	Resin Mixing Tank	2	Indigenous
	Crushing & Grinding Machine	2	Indigenous
	ETP	2	Indigenous
	Other machines & Installations	87	Indigenous

REVENUE BREAKUP

The gross revenue of the company and its breakup on the basis of consolidated financials is as under:

(Amount in Lakhs)

S. No.	Particulars	For the period ended June 30, 2021*		FY 2020-21		FY 2020-21	
		Amount	%	Amount	%	Amount	%
A.	**Manufacturing Sales**						
	Domestic	10,750.04	39.38%	49,940.71	38.64%	56,570.75	46.20%
	Exports	1,153.44	4.23%	3,745.47	2.90%	12,305.34	10.05%
B.	**Sub-Contract Manufacturing Sales**						
	Domestic	10,562.57	38.69%	57,104.41	44.19%	40,561.41	33.12%
	Exports	4,733.73	17.34%	17,821.79	13.79%	11,720.01	9.57%
C.	**Export Incentives**	89.25	0.33%	560.64	0.43%	789.47	0.64%
D.	**Wind Mill Power Generation**	9.23	0.03%	56.93	0.04%	87.29	0.07%
E.	**Others**	-	-	-	-	419.20	0.34%
	Total	**27,298.25**	**100.00%**	**1,29,229.94**	**100.00%**	**1,22,453.47**	**100.00%**

***For the period ended June 30,2021 export incentives will differ as provision is not made of duty draw back / MEIS. Sales will differ due to CIF Exports.*

For further details, please refer to the section titled "***Financial Statements***" on page 153 of this Draft Letter of Offer.

OUR MAJOR CUSTOMERS

We majorly sell our finished products to various wholesalers i.e. distributors, dealers and sub-dealers. However, we are focusing on augmenting retail sales, alongside winning more business from the government and institutional sectors.

The following is the revenue breakup of the top five and top ten customers of our Company for the period mentioned is as follows:

Particulars	For the period ended on June 30, 2021		For the year ended on March 31, 2021	
	Amount	Percentage (%)	Amount	Percentage (%)
Top 5	2,698.93	9.89%	17,245.92	13.35%
Top 10	4,092.89	14.99%	21,721.97	16.81%

UTILITIES, INFRASTRUCTURE & LOGISTICS

Power & Fuel

We consume a substantial amount of power and fuel for our business operations. Our power requirements are met through state electricity boards. We have entered into long term supply agreement with various parties for natural gas supply. Our manufacturing processes require uninterrupted supply of power and natural gas in order to ensure that we are able to manufacture our products. To meet power failure exigencies, we have also installed D.G. sets and transformers at our manufacturing facilities to ensure uninterrupted supply. We are also in the process of setting up our own propane gas tanks to optimise our fuel costs.

Water

Our manufacturing facilities are located at places where ground water is abundantly available and we utilise the same to meet water requirements for our manufacturing process. Furthermore, we have made arrangements for wastewater reuse and recycle at the manufacturing facilities.

Inventory Management

Our finished products and raw materials are mainly stored on-site at our manufacturing facilities. However, the purchase department of the company is situated in the Dalpur premises whereas the finished goods are managed and dispatched from the respective manufacturing units. Further we exhibit the finished goods at our display centres. The production of finished products is determined on the basis of a combination of confirmed and expected orders.

Logistics

We transport raw materials and finished products primarily by road in case of our domestic operations. Our suppliers directly deliver raw materials to our manufacturing facilities. We outsource the delivery of our products to either third-party logistics companies or as mutually decided between the dealer and Company. For our export operations, we primarily rely on sea-freight and carry such operations from Mundra Port, which is nearest port to our facility. Our logistics team mainly operates from Ahmedabad.

Information Technology

We believe that an appropriate information technology infrastructure is important in order to support the growth of our business. Our facilities are connected to our Central ERP & ITnetwork that facilitates monitoring of our operations and management of supply chain. Our ERP & IT infrastructure enables us to track procurement of raw materials, sale of finished goods, payments to vendors and suppliers, and receivables from dealers. Out ERP & IT department is placed in our corporate office in Ahmedabad who manages all the software and hardware of the Company. Our customized Enterprise Resource Planning software, Microsoft Navision, covers finance, sales, purchase and inventory, across all our manufacturing facilities.

Repair and Maintenance

We conduct regular repair and maintenance programs for our manufacturing facilities. Our machinery and electrical repair teams carry out periodic maintenance and repair of the plants and machinery on an as-needed basis. In addition, our manufacturing facilities are periodically inspected by our engineers and technicians.

Capacity Installed and Capacity Utilized

Set forth is the detail of the installed and utilized capacity of our manufacturing unit for the period ended on June 30, 2021 and for the financial years ended on March 31, 2021 and March 31, 2020.

Particulars	April – June 2021	FY 2020-21	FY 2019-20
Dholka Unit – Ceramic Glaze Tiles			
Installed Capacity (In Sq. Mtrs.)	6,37,000	23,10,000	23,10,000
Utilized Capacity	49%	64%	81%
Idar Unit – Ceramic Glaze Tiles			
Installed Capacity (In Sq. Mtrs.)	7,28,000	26,40,000	26,40,000
Utilized Capacity	76%	90%	94%
Dalpur Unit – Ceramic Glaze Tiles			
Installed Capacity (In Sq. Mtrs.)	8,19,000	29,70,000	29,70,000
Utilized Capacity	43%	67%	81%
Dalpur Unit – Vitrified Tiles			
Installed Capacity (In Sq. Mtrs.)	8,19,000	29,70,000	29,70,000
Utilized Capacity	95%	75%	70%
Dalpur Unit – Marble & Quartz			
Installed Capacity (In Sq. Mtrs.)	3,73,100	13,53,000	13,53,000
Utilized Capacity	40%	52%	71%
Windmill			
Installed Capacity (In MW)	1.25	1.25	1.25
Utilized Capacity*	-	-	-

**The percentage of utilization cannot be estimated.*
** Pursuant to Chartered Engineer Certificate no. MS/261/2021 and MS/262/2021 issued by Mukesh Shah (M. No. 0231074) dt. 24.07.2021 and 26.07.2021.*

Quality Control

We place significant emphasis on quality control. Our quality management system with respect to our manufacturing facilities in Dalpur and Idar have been certified to conform to ISO 9001:2015 and ISO 14001:2015, subject to periodic audits conducted by independent consultants. Our Company has also obtained Certificate of inter-alia certifying that the Company has been found to be in compliance with the requirements of Bureau of Indian Standards, EN 14411:2006 (CE Compliant), SASO (Saudi Standards, Metrology and Quality Organization) and registered with GRIHA and SVAGRIHA in respect of all kinds of ceramic and vitrified tiles.

We inspect the raw materials we receive, work-in-progress and final products. We have implemented internal procedures to ensure quality control at various stages of production, from procurement of raw material, production to inventory storage. Each of our manufacturing facilities has laboratories and personnel responsible for monitoring the parameters of equipment, stability of materials, reporting any irregularities in the manufacturing process and making adjustments accordingly at all stages to ensure top notch quality.

COLLABORATIONS

As on date of this Draft Letter of Offer, our Company has entered into an outsourcing agreement on 20th August, 2021 with M/s. Adicon Ceramica LLP – Morbi, where the M/s. Adicon Ceramica LLP – Morbi will manufacture large format GVT Tiles in the brand name of "AGL" and will sell predominately to the AGL i.e. Asian Granito India Limited on the following terms and conditions:

1. AGL will purchase 1400x2800x9.5mm and 1600x3200x15mm large format GVT Tiles of premium quality material from the M/s. Adicon Ceramica LLP – Morbi.

2. AGL agreed to take the 70% stock of the M/s. Adicon Ceramica LLP – Morbi per year.

3. The M/s. Adicon Ceramica LLP – Morbi will not sell the production made under brand name of "AGL" to anyone except Asian Granito India Limited

This agreement is effective from 1st August, 2021 to 31st July 2027.

CORPORATE SOCIAL RESPONSIBILITY

In the 21st Century, modern business organizations no longer work in isolation. In today's age of corporate ethics development, it is the responsibility of organizations to properly utilize the resources for the development of the community. Being a responsible corporate citizen, our company is contributing to sustainable development by its economic activities combined with the fulfillment of its social responsibilities relating to the education, health and safety and environment aspects. Our CSR strategies are aligned to national priorities to meet the basic needs of the local community. Our CSR policy defines the framework for implementing CSR activities in compliance with Section 135 of the Companies Act, 2013 and rules framed thereunder. The CSR committee has been constituted as per the applicable Act. We demonstrate our commitment towards our communities by committing our resources and energies to social development and we have aligned our CSR programs with Indian legal requirements.

Following is some of the Corporate Social Responsibility initiatives undertaken by our Company:

- Our company is actively participating in promotion of education through "**Asian institute of Technology, Vadali**" with envision of excellence in basic engineering knowledge to result in diploma engineers instilled with a sense of commitment, responsibility and belongingness both in their professional as well as their personal lives. The aim is to generate employment for students of backward and remote location.

- Our company is leading the way of eradication of hunger by way of contribution to "**Akshay Patra Foundation",** a non-profit organization in India that operates a school lunch programme. The organization was established in 2000. It aims to counter classroom hunger and aid in education of children. It feeds 1,800,907 children every day across India.

- Our company has contributed towards healthcare support like oxygen, ventilators, medical aid in covid times. Masks, Sanitizers and other Covid prevention kits were distributed in vicinity of our factories and offices.

- Our company is also contributing to various Charitable Trust.

INSURANCE

Our operations are subject to various risks inherent in the tiles manufacturing industry. We have obtained insurance in order to manage the risk of losses from potentially harmful events, including: (i) insurance policy covering fire, damage to buildings, plant and machinery, electronic equipments, furniture and stocks (raw materials and finished goods), vehicles (ii) marine cargo open policy, (iii) commercial vehicle and private car package policy (iv) employee compensation and digit illness group insurance, (v) product liability policy, (vi) director's liability policy and other policies as required. These insurance policies are renewed periodically to ensure that the coverage is adequate. Our insurance covers all of our manufacturing facilities. In addition, the insurance companies regularly deploy its team for insurance surveys to help us identify insurable interests and mitigate future risks.

We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such insurance. Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies. Please refer to the heading titled "***Risk Factors***" beginning on page 23 of this Draft Letter of Offer.

MARKETING

Marketing and Selling Network

Our business operations and products primarily cater to the retail consumer segment through our dealer-distributor network. We maintain direct contact with majority of our distributors and dealers which allows us to understand the technical needs and specifications, evolving preferences of our customers as well as their future requirements.

Our in-house team work closely with our distributors, dealers, sub-dealers, foreign agents and customers or prospective customers to manufacture products tailored to meet their specific requirements. We have established a dedicated sales team with support staff and has adopted distributor-led model for both domestic and overseas operations.

The Company has in total 310+ showrooms across the country. The Company has over 297 franchise-owned and franchise operated exclusive showrooms and 13 company-owned and company-operated (COCO) display centres. We have opened 400-500 square feet Tile Express outlets in metro cities, 800-1000 sq. ft. AGL exclusive outlets in B and C class cities, 1,600-2,000 sq. ft. AGL world outlets in peripheral of metro locations to cater to growing demand. The Company also operates standalone AGL Universe stores in Bengaluru, Kerala and Hyderabad that spans more than 2,500 sq ft. We have more than 1,300 distributors / dealers across the country who help us in promoting and selling our range of products to the consumers. The Company currently has its network penetration of 6,500 touchpoints including network of exclusive showrooms, dealers, distributors, sub-dealers, etc. across the country and outside India. We also participate in various domestic and international industry specific exhibitions to market our products in various parts of the world.

We have in-house teams of 579 employees as on July 31st 2021, which looks after the sales and marketing of our products. The sales teams are also segregated by geography and are responsible for the sales of our products at the ground level. The marketing department leaders operate from Ahmedabad office while the team is spread across the country and operate location-wise.

Further going forward, we intend to revise our strategy to focus more on digital marketing and move towards B2C sales by mapping the target towns, initiating direct interactions with customers and focusing on franchise-owned franchise-operated exclusive showrooms.

Customer Care Department

To provide after sales service and to understand our customer better we have opened various customer care centers all over the country where our customers can come and present their claims and grievances and also provide suggestions. Our customer care department also acts as a helping arm for our dealers & distributors.

Institutional Sales

Under the users of our products, the institutional sales constitute approximately 58% of our total sales. We sell our products to large institutional players including Government organizations such as Airport Authority of India, Delhi Metro Rail Corporation Limited, Central University of Rajasthan, IIM Ahmedabad, Kent Construction, The Leela Palace Hotels and Resorts, Lodha Developers, Tata Group, Larsen & Toubro, Muthoot Developers and other several large corporate, banks and financial institutions etc. on a regular basis. We have a dedicated team for servicing institutional clients.

Retail Sales

Under the users of our products, the retail sales constitute the balance of our sales. The dealer maintains a stock of our products based on its demand estimation, based on its stock level. A dealer sends his requirement for the month, which is dispatched based on the availability of the stocks at our factory. We also hold an inventory of our finished products at our factory. This makes the products available to customer / dealer at short notice.

HUMAN RESOURCE

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

As at July 31, 2021, we have 1443 including our directors and other staff, who look after our business operations, factory management administrative, secretarial, marketing and accounting functions in accordance with their respective designated goals.

Department	Permanent Employees
Top Level Management	27
Administration	65
Civil	1
Export	33
Finance and Accounts	36
Human Resource	13
IT	12
Legal	7
Maintenance & Electrical	97
Marketing & Sales	579
Production	427
Quality	24
Research & Development	7
Stores / Warehouse	64
Sub-Contracting	51
Total	**1443**

INTELLECTUAL PROPERTY

The Company has following Intellectual Property Rights in the nature of trademarks and copyrights in the name of Asian Granito India Limited.

S.No.	Description	Registration Number	Registration Date	Valid Upto/ Renewed Upto	Class
1	ABRASIO	2490885	06/03/2013	06/03/2023	19
2	AGL	1599784	10/09/2007	10/09/2027	19
3	AGL	2455705	07/01/2013	07/01/2023	19
4	BONZER 7	2039315	18/10/2010	18/10/2030	19
5	BONZER 7	1599783	10/09/2007	10/09/2027	19
6	BONZER 7	2039314	18/10/2010	18/10/2030	19
7	CARRARA WHITE	2748515	02/06/2014	02/06/2024	19
8	DUAL SMART	3271446	30/05/2016	30/05/2026	19
9	DUAL SMART AGL	3271445	30/05/2016	30/05/2026	19
10	FRESCO	1599789	10/09/2007	10/09/2027	19
11	FUTURE	1599786	10/09/2007	10/09/2027	19
12	GLISTER	3586877	07/07/2017	07/07/2027	19
13	GRESTEK	1850292	12/08/2009	12/08/2029	19
14	GRESTEK COLLART	3638690	19/09/2017	19/09/2027	19
15	GRESTEK MARBLEX	3638691	19/09/2017	19/09/2027	19
16	GRESTEK NXT	2005449	06/08/2010	06/08/2030	19

17	GRESTEK XXL SLAB XTRA LARGE TILES	GRESTEK XXL XTRA	2856960	03/12/2014	03/12/2024	19
18	PALLAZIO	PALLAZIO	1603197	18/09/2007	18/09/2027	19
19	RainbowGLITZ	RAINBOW GLITZ	3638689	19/09/2017	19/09/2027	19
20	WALLART	WALLART	1599790	10/09/2007	10/09/2027	19
21	AGL	AGL	1610003	10/10/2007	10/10/2027	11
22	AGL	AGL	1610005	10/10/2007	10/10/2027	42
23	AGL®	AGL	2455700	07/01/2013	07/01/2023	2
24	AGL®	AGL	2455699	07/01/2013	07/01/2023	1
25	AGL®	AGL	2455710	07/01/2013	07/01/2023	30
26	AGL®	AGL	2455709	07/01/2013	07/01/2023	29
27	AGL®	AGL	2455708	07/01/2013	07/01/2023	24
28	AGL®	AGL	2455707	07/01/2013	07/01/2023	23
29	AGL®	AGL	2455706	07/01/2013	07/01/2023	20
30	AGL®	AGL	2455703	07/01/2013	07/01/2023	16
31	AGL®	AGL	2455711	07/01/2013	07/01/2023	31
32	AGL®	AGL	2455713	07/01/2013	07/01/2023	37
33	AGL®	AGL	2455717	07/01/2013	07/01/2023	44
34	AGL®	AGL	2455714	07/01/2013	07/01/2023	41
35	AGL®	AGL	2455716	07/01/2013	07/01/2023	43
36	AGL®	AGL	2455712	07/01/2013	07/01/2023	32

37		AGL	2463468	21/01/2013	21/01/2023	2
38		AGL	2455702	07/01/2013	07/01/2023	11
39		AGL	2455704	07/01/2013	07/01/2023	17
40		AGL	1610004	10/10/2007	07/01/2023	17

COMPETITION

Tiles, marbles, quartz and bathware being a global industry, we face competition from organized as well as unorganized players in domestic market as well as international market capturing higher share gradually on account of their product innovation, adoption of latest technologies, expanding reach and branding activities. This industry is highly competitive and fragmented. We have a number of competitors offering services similar to us. Even with a diversified product portfolio, quality approach, processing flexibility and modern technology we may have to face competitive pressures. We believe the principal elements of competition in our industry are price, quality, timely delivery and reliability. We compete against our competitors by establishing ourselves as a knowledge-based company with industry expertise in providing variety of quality products.

While product quality, brand value, distribution network, etc. are key factors in customer decisions among competitors, however, price and brand recall is the deciding factor in most cases. Among listed Companies, we face competition from listed companies like Kajaria Ceramics Limited, Somany Ceramics Limited and Orient Bell, Johnson Tiles Limited.

ENVIRONMENT, HEALTH & SAFETY

Our activities are subject to various environmental laws and regulations which govern, among other matters, air emissions, waste water discharges, the handling, storage and disposal of hazardous substances and wastes, non-automatic weighing instrument, electronic instruments, and employee health and employee safety. We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations.

We have complied, and will continue to comply, with all applicable environmental and associated laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, see "***Government and Other Statutory Approvals***" beginning on page 277 of this Draft Letter of Offer.

Our manufacturing facility situated at in Dalpur and Idar has been certified to confirm to ISO 9001:2015 and ISO 14001:2015 to certify that Environment Management System of the Company has complied with the Requirements of the standard for the manufacture and supply of all kinds of Vitrified Tiles. We are also a member of Indian Green Building Council.

LAND AND PROPERTIES

Owned Properties:

Following are the properties owned by the Company:

Address	Usage	Area (Sq. Mtr.)
Survey No 454 (Old Survey No. 160), Opp. Hotel Rushabh Palace, Nr. Hathmati Canal, Ahmedabad - Himmatnagar Highway, Dalpur Prantij, Sabarkantha, Gujarat - 383120	Manufacturing Vitrified Tiles	66,210
Survey No 455 (Old Survey No. 162), Opp. Hotel Rushabh Palace, Nr. Hathmati Canal, Ahmedabad - Himmatnagar Highway, Dalpur Prantij, Sabarkantha, Gujarat - 383120	Manufacturing Vitrified Tiles	28,276
Survey No 456 (Old Survey No. 147), Opp. Hotel Rushabh Palace, Nr. Hathmati Canal, Ahmedabad - Himmatnagar Highway, Dalpur Prantij, Sabarkantha, Gujarat - 383120	Manufacturing Marble & Quartz and Ceramic Glaze Tiles	139,002
Survey No 16 Pakki, Mouje village, Javanpur, Idar, Sabarkantha Gujarat – 383430*	Manufacturing	35,613
Survey No. 204/1, Paiky 1, Arey Vill. Vanku, Ta. Abadasa – Kutch (1 unit)	Windmill	12,000
Survey No 766/A/1, 766/A/2, 767, Mouje village Radhu Taluka Kheda District	Manufacturing	39,438
Survey No 850, Mouje village Radu Taluka Kheda District	Open Land	10,117
Nandanbaug Vatrika, Sub-Pot No. 35, Mouje, Punadara (Sim), Taluka Kapadvanj,	Investment	2,265.93
Mouje: Trajpar Ta. Morbi, Dist.: Morbi Revenue Survey No. 42 Paiki	Showroom	926
Plot number 161/1 and 181/1 paiki of Vejalpur TP Scheme No. 6 new survey number 323/1 and 325 paiki of village Jodhpur of survey number 996/1 and 998 paiki, Unit No. 202 & 203, Mouje village Vejalpur, Ahmedabad-4 (Paldi)	Office	12,641
Survey No. 63A, corresponding C.T.S No. 244, 244/1 to 3 of Revenue Village Kondivita and Survey No. 59C, corresponding C.T.S No. 36 of Revenue Village Chakala, Taluka Andheri , District-Mumbai Subarban	Showroom/Office	8121.90

(Land owned by Kamleshbhai Bhagubhai Patel, Jivabhai Mukeshbhai Patel, Lalabhai Vinodbhai Patel, Danjibhai Hasmukhbhai Patel, Bhikhabhai Kanubhai Patel, Bhikhabhai Bhogibhai Patel and given on lease to the Company, details mentioned under the head "Lease Properties**" on page 142-144 of the Draft Letter of Offer. Building owned and constructed by the Company)*

Leased Properties:

S.No.	Particulars of the property, location, description and area	Document Date	Lessor	Lease Rent per month	Tenure / Term	Usage
1	Delhi Godown, Basement floor, WZ-44 Village Dasghara, New Delhi – 110012 ***(Under Renewal)***	18-Jul-20	Deepak Chaudhary	Rs. 9000	01.07.2020 - 30.06.2021	Godown
2	Pune Godown, S.No. 37/1 to 4/2/1, Milkat No. 632, Village Pisoli, Tal Haveli, Dist. Pune - 411060. Within limits of Taluka Panchayat Samiti Haveli, Dist. Pune, Grampanchayat Gaon Mouje Pisoli and within the Jurisdiction of Sub Registrar Haveli Pune, Area measuring 2000 Sq. Ft. ***(Under Renewal)***	12-Dec-20	Kiran Mahadev Yepre	Rs. 15000	01.10.2020 - 31.03.2021	Godown
3	Bhiwandi Godown, Gala No. 1, GR Floor, Indian Corporation, Bhiwandi, Area measuring 800 Sq.Ft.	-	Rajvi Enterprise, Bhiwandi	Rs. 10000 + 18% GST	MOU from 06.08.2020	Godown
4	Indore Godown, Ground Floor, Office K-42, L.I.G Janta Quarter, Nanda Nagar, Indore, Madhya Pradesh, Area measuring 150 Sq. Ft.	-	Ramesh Mehra	Rs. 5000	01.10.2020 - 31.08.2021	Godown
5	Sarkhaj Godown, Godown No. 14/A Ashwamegh Warehouse, Behind Ujala Hotel, Sarkhaj, Ahemdabad, Gujarat. Area measuring 7000 Sq. Ft.	01-Jan-20	Ramilaben Ganpatbhai Patel	Rs. 84000	15.12.2019 - 14.12.2022	Godown
6	Morbi Godown, Sartanpur Road, Behind Mokansar Panjaarapal. 8-A N. H at Wankaner - Morbi, Area measuring 38413 Sq. Ft.	28-Dec-20	Senso Granito Private Limited	Rs. 182462	01.05.2020 - 01.05.2022	Godown
7	Bangalore Godown, 23/1 Raj Complex, 80 Feet Road, Opp. Reliance Digital, NGEF Layout, Nagarbhavi, Bangalore – 560072 ***(Under Renewal)***	09-Sep-20	Sudhakar Shetty	Rs. 7000	01.08.2020 - 31.07.2021	Godown
8	One Part of Space in First Floor, 70 Dr. Alagappa Road, Tatabad, Coimbatore - 641012, Area measuring 450 Sq. Ft.	15-Jul-19	A.R. Narayanan	Rs. 15000	15.07.2019 - 15 .07.2022	Office
9	First Floor, Mark Diamond Residency, 36 V.O.C. Road, Cantonment, Trichy - 620001, Area measuring 1010 Sq. Ft. ***(Under Renewal)***	02-Dec-19	A.R. Syed Mustafa Arif	Rs. 34728	02.12.2019 - 30.11.2020	Office
10	Office No B-25 & 26, Parshwanath Complex - I, Opp. Kuber Cinema, NH 8-A, Morbi - 363641, Area measuring 360 Sq. Ft.	16-Apr-21	Anilbhai Bhikhabhai Detroza	Rs. 16000	01.04.2021 - 31.03.2023	Office
11	401, B - Satguru Parinay, Vijay Nagar, A.B. Road, Indore, Area measuring 500 Sq. Ft.	-	Laksh Jindal	Rs. 20000	01.04.2021 - 31.03.2022	Office
12	Soho Unit No. 325, Third Floor, Chandigarh City Center, Zirakpur, Tehsil Derabassi, Dist. SAS Nagar Mohali - 140603, Area measuring 500 Sq. Ft.	12-Feb-21	Manju Chadha	Rs. 19795	01.03.2021 - 31.01.2022	Office
13	Shop No. 305, 3rd Floor, Devarc, opp. Iscon Temple, S.G. Highway, Ahmedabad - 380015, Gujarat, Area measuring 4932 Sq. Ft.	15-Jun-18	Narendra Kumar & Gautamchand	Rs. 191673 + Tax	01.04.2018 - 30.03.2021	Office

	(Under Renewal)					
14	Bhuvneshwar, District – Khordha ***(Under Renewal)***	19-Nov-20	Batakrishna Samal	Rs. 19600	01.08.2020 - 31.07.2021	Office
15	Ground Floor, Unit No. A1 & A0, A Wing - Brahmananda Court, Situated at No. 37/17 & 37/18 Lalbaug Road, Bengaluru - 560027, Area measuring 4680 Sq. Ft.	29-Jan-16	Sukrutharthy Krishnan, B. Sagunarthy, B. Nirgunarthy, B. Shivarthy, Vimalarthy, Sumathi Shaker & Nandi Housing Private Ltd.	Rs. 210600	15.01.2016 - 14.01.2025	Showroom
16	Part Ground Floor, Plot. No. 39, Santosh Heights, Market Yard Road, Opp. Apsara Theater, Pune-411037, Area measuring 2772 Sq.Ft. + 800 Sq. Ft. on 1st Floor	31-Jul-20	Hiralal Gulchand Jain	Rs. 306000	01.09.2019 - 31.08.2020	Showroom
17	First Floor, Plot No. 39 in Sy No. 120 (Old Sy No. 403/1), Road No. 5, Jubilee Hills, Hyderabad, Area measuring 4200 Sq.Ft.	22-Jul-16	Dr. Raju's Institute of Ayurveda, Sridevi Jagini, Mallikarjun Kamishetti	Rs. 136500	01.07.2016 - 30.06.2021	Showroom
18	Fifth Floor of the Building 113H Matheswartala Road, Kolkata - 700046, West Bengal, Area measuring 2982 Sq.Ft.	-	Ontrust Advisory LLP & P.S. Srijan Enclave (Partnership)	Rs. 140000 + Taxes	01.11.2020 - 30.11.2023	Showroom
19	1st & 2nd Floor, WZ -92 C, Ring Road, Raja Garden, New Delhi, Area measuring 4000 Sq.Ft.	17-Aug-20	Mukund Sanitations Pvt. Ltd.	Rs. 125000	01.04.2016 - 31.03.2022	Showroom
20	No. 46 2213, NH 47 Bypass, Chakkaraparambu Junction, Vennala P.O., Cochin - 28 Kerela	31-Aug-20	Roy George Koruthu	Rs. 30000	10.04.2020 - 09.02.2022	Showroom
21	First Floor, 6 Chase Tower, Rajiv Vihar, Gopalpura Bypass, Jaipur - 302018, Area measuring 3300 Sq.Ft.	21-Sep-17	Shailendra Sharma	Rs. 91000	01.09.2017 - 31.08.2026	Showroom
22	First Floor, Vyttila, Kerela - 682019, Area measuring 858.38 Sq.Mt.	02-Nov-20	Thykoodam Edavaka Christeeva Sangam	Rs. 200000	01.11.2020 - 31.10.2029	Showroom
23	Second Floor, Sriman Chamber, 8-2-293/K/311 & 312, Kamalapuri Colony, Phase 3, Hyderabad - 500073, area measuring 2500 Sq.Ft. ***(Under Renewal)***	July/August - 2019	Dr. Vodala Vinay Kumar	Rs. 49350	15.07.2019 - 14.07.2021	Showroom
24	Block No. 83 (Old Block No. 450), Dalpur Taluka, Prantij, Dist. Sabarkantha, Gujarat, Area measuring 2300 Sq.Mtr	29-Apr-19	Amazoone Ceramics Ltd.	Rs. 100000	01.04.2019 - 31.12.2022	Showroom
25	First Floor, Satyam 64, Opp. High Court, Sola, Ahemdabad - 380060, Super build up area at 5396 Sq.Ft. & Carpet area at 3130 Sq.Ft.	01-Sep-20	RMT Commercial Projects LLP	Rs. 284290	01.09.2020 - 30.09.2027	Showroom
26	Khata No. 779 Gota, Ghatlodia, Ahemdabad, Area measuring 1712 Sq.Yard.	21-Jul-20	AGL Infrastructure Pvt. Ltd.	Rs. 154080	01.07.2020 - 30.06.2023	Showroom
27	C.H-5, Edan City, 8A National Highway, Opp. Honest Hotel, Nr. Omkar Petroleum, Lalpur, Morbi - 363642, Area measuring 12000 Sq. Ft. ***(Under Renewal)***	27-Dec-19	Narayanbhai Madhabhai Patel	Rs. 350000 + Taxes	01.01.2020 - 31.12.2022	Showroom
28	F-11, Amaltas Apartment, Opp. Iscon Temple, S.G. Highway, Ahemdabad ***(Under Renewal)***	Jun-20	Shalav Pradyuman Modi	Rs. 30000	01.06.2020 - 30.05.2021	Guest House

29	Survey No. 16 (Part), Mouje, Jawanpura, Taluka Idar, Dist. Sabarkantha, Sub-Dist. Idar, Area measuring 8802 Sq.Mt.	14-Dec-05	Kamleshbhai Bhagubhai Patel, Mukeshbhai Jivabhai Patel, Lalabhai Vinodbhai Patel, Danjibhai Hasmukhbhai Patel, Bhikhabhai Kanubhai Patel, Bhikhabhai Bhogibhai Patel	Rs. 11250	01.09.2005 - 31.08.2035	Manufacturing
30	Survey No. 16 (Part), Mouje, Jawanpura, Taluka Idar, Dist. Sabarkantha, Sub-Dist. Idar, Area measuring 23472 Sq.Mt.	28-Mar-00	Kamleshbhai Bhagubhai Patel, Mukeshbhai Jivabhai Patel, Lalabhai Vinodbhai Patel, Danjibhai Hasmukhbhai Patel, Bhikhabhai Kanubhai Patel, Bhikhabhai Bhogibhai Patel, Jayantibhai Madhabhai Patel	Rs. 30000	01.01.2000 - 31.12.2029	Manufacturing

OUR MANAGEMENT

BOARD OF DIRECTORS

Under the Articles of Association, our Company is required to have not less than 3 directors and not more than 15 directors, subject to the applicable provisions of the Companies Act, 2013. As on the date of this Draft Letter of Offer, we have Twelve (12) directors on our Board comprising of Six (6) Executive Directors and Six (6) Non-Executive Independent Directors including Two (2) Independent Women Directors.

Our Company is in compliance with the Corporate Governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our board and constitution of committees thereof.

The following table sets forth details regarding our Board of Directors as on the date of this Draft Letter of Offer:

Name	**KAMLESHKUMAR BHAGUBHAI PATEL**
Father's Name	Bhagubhai Punjabhai Patel
DIN	00229700
Date of Birth	20/09/1970
Age	51 years
Education Qualification	Bachelor of Business Administration (BBA)
Designation	Chairman cum Managing Director
No. of Years of Experience	28 Years
Address	Bunglow No. 4, Shaligram, Part 3, Near Sangini Bunglow, Thaltej, Ahmedabad, Gujarat – 380059 IN
Occupation	Business
Nationality	India
Date of Appointment	He was Originally appointed as Non-Executive Director on September 30, 2002. Further, on January 30, 2004, he was further re-appointed as Chairman & Managing Director of the company.
Terms of Appointment	Re-appointed as Chairman cum Managing Director for a consecutive period of 5 (five) years from January 01, 2019
Other Directorship / Partnerships	**Public Limited:** Indian Council of Ceramic Tiles and Sanitaryware **Private Limited:** Crystal Ceramic Industries Private Limited AGL Global Trade Private Limited **Limited Liability Partnerships:** Aaryan Buildspace LLP

Name	**MUKESHBHAI JIVABHAI PATEL**
Father's Name	Jivabhai Jethabhai Patel
DIN	00406744
Date of Birth	05/09/1968
Age	53 years
Education Qualification	Master of Commerce (M. Com)
Designation	Managing Director
No. of Years of Experience	28 Years

Address	AT Post, Lalpur Badoli, Tal, Idar, Sabarkantha, Gujarat-383410
Occupation	Business
Nationality	India
Date of Appointment	He was Originally appointed as Non-Executive Director on September 30, 2002. Further, on August 10, 2006, he was further re-appointed as Whole Time Director of the company. Further, on June 01, 2011, he was re-appointed as Managing Director of the Company.
Terms of Appointment	Re-appointed as Managing Director for a consecutive period of 5 (five) years from April 01, 2019
Other Directorship / Partnerships	**Public Limited:** Nil **Private Limited:** Crystal Ceramic Industries Private Limited AGL Global Trade Private Limited **Limited Liability Partnerships:** Aaryan Buildspace LLP

Name	**SURESHBHAI JIVABHAI PATEL**
Father's Name	Jivabhai Jethabhai Patel
DIN	00233565
Date of Birth	27/09/1966
Age	55 years
Education Qualification	Master of Commerce (M. Com)
Designation	Executive Director
No. of Years of Experience	28 Years
Address	1, Rudrax Bunglows, B/h. Rajpath club, Bodakdev, Thaltej, Daskroi, Ahmedabad, Gujarat-380059
Occupation	Business
Nationality	India
Date of Appointment	Appointed as Additional Director on May 11, 2011. Further, on September 18, 2018, he was further re-appointed as Executive Director of the company.
Terms of Appointment	Liable to retire by rotation.
Other Directorship/ Partnerships	**Public Limited:** Nil **Private Limited:** AGL Infrabuild Private Limited **Limited Liability Partnerships:** Aaryan Buildspace LLP Synergy Infrabuild LLP

Name	**BHOGILAL BHIKHABHAI PATEL**
Father's Name	Bhikhabhai Kodarbhai Patel
DIN	00300345
Date of Birth	18/10/1969
Age	52 years
Education Qualification	Bachelor of Science (B. Sc)
Designation	Executive Director
No. of Years of Experience	21 Years
Address	A-2, Asian Parivar, Mahakali Mandir Road, Mahavir Nagar, Sabarkantha, HimatNagar, Gujarat-383001

Occupation	Business
Nationality	India
Date of Appointment	Appointed as Additional Director on May 11, 2011. Further, on September 21, 2017, he was re-appointed as Executive Director of the company.
Terms of Appointment	Liable to retire by rotation.
Other Directorship / Partnerships	**Public Limited:** Nil **Private Limited:** Nil **Limited Liability Partnerships:** Nil.

Name	**BHAVESHKUMAR VINODBHAI PATEL**
Father's Name	Vinodbhai Lalbhai Patel
DIN	03382527
Date of Birth	10/03/1980
Age	41 years
Education Qualification	Master of Commerce, (M. Com)
Designation	Executive Director
No. of Years of Experience	10 Years
Address	At Narsinhpura, PO Kukadiya, TA Idar, Dist. Sabarkantha, Gujarat-383410
Occupation	Business
Nationality	India
Date of Appointment	Appointed as Additional Director on May 11, 2011. Further, on September 30, 2019, he was further re-appointed as Executive Director of the company.
Terms of Appointment	Liable to retire by rotation.
Other Directorship / Partnerships	**Public Limited:** Nil **Private Limited:** Blutris Healthcare Private Limited **Limited Liability Partnerships:** Aaryan Buildspace LLP Synergy Infrabuild LLP

Name	**KANUBHAI BHIKHABHAI PATEL**
Father's Name	Bhikhabhai Valjibhai Patel
DIN	00386852
Date of Birth	27/07/1978
Age	43 years
Education Qualification	Bachelor of Commerce, (B. Com)
Designation	Executive Director
No. of Years of Experience	21 Years
Address	Plot No. 1029, Sector No 2nd, Gandhi Nagar, Gujarat-382007
Occupation	Business
Nationality	India
Date of Appointment	Appointed as Additional Director on May 11, 2011. Further, on November 20, 2020, he was further re-appointed as Executive Director of the company.
Terms of Appointment	Liable to retire by rotation.
Other Directorship / Partnerships	**Public Limited:** NIL

	Private Limited: Balaram Papers Private Limited **Limited Liability Partnerships:** Aaryan Buildspace LLP

**Mr. Kanaiyalal Bhikabhai Patel has changed his name on March 28, 2019 in The Gujarat Government Gazette and shall hereafter know as Mr. Kanubhai Bhikhabhai Patel.*

Name	DIPTI A MEHTA
Father's Name	Natwarlal Kikabhai Mistry
DIN	00112368
Date of Birth	28/10/1966
Age	55 years
Education Qualification	B. Com, LLB, FCS
Designation	Independent Director
No. of Years of Experience	21 years
Address	Room No. 29-30, 3rd Floor, 21 DS Kapole Niwas, 4th Khetwadi Lane, Opp. SVP Road, Mumbai Girgaon, Mumbai-400004
Occupation	Professional
Nationality	India
Date of Appointment	Appointed as Additional Independent Director on February 12, 2019. Further, on September 30, 2019, she was re-appointed as Independent Director of the company.
Terms of Appointment	Appointed for an initial period of 1 (one) year and maximum period of 5 years from February 12, 2019, may continue thereafter for a term not exceeding 5 (five) years, if mutually agreed.
Other Directorship/ Partnerships	**Public Limited:** Nil **Private Limited:** Comstar Automotive Technologies Private Limited Mehta & Mehta Legal and Advisory Services Private Limited Serried Advisory Consultants Private Limited Mangalam Placement Private Limited Mppl Jobs Private Limited Mehta& Mehta Training and Knowledge Foundation **Limited Liability Partnerships:** Mehta & Mehta Corporate Advisors LLP

Name	MUKESH MAHENDRABHAI SHAH
Father's Name	Mahendrabhai Chandulal Shah
DIN	00084402
Date of Birth	31/01/1953
Age	68 years
Education Qualification	Chartered Accountant
Designation	Independent Director
No. of Years of Experience	40 years
Address	231 7th Floor, Heritage Chambers, Shreeji Complex, Rabari Vasahat Road, Ambawadi, Ahmedabad Gujarat 380015
Occupation	Professional
Nationality	India

Date of Appointment	Appointed as Additional Independent Director on November 14, 2018. Further, on September 30, 2019, he was further re-appointed as Independent Director of the company.
Terms of Appointment	Appointed for an initial period of 1 (one) year and maximum period of 5 years from November 14, 2018, may continue thereafter for a term not exceeding 5 (five) years, if mutually agreed.
Other Directorship/ Partnerships	**Public Limited:** Adani Power Limited Adani Power Maharashtra Limited Adani Power Rajasthan Limited Adani Infra (India) Limited **Private Limited:** Inspiron Engineering Private Limited Vinpack (India) Private Limited Metalex Commodities Private Limited Aajkal Investments Pvt Ltd Light Microfinance Private Limited **Limited Liability Partnerships:** Nil

Name	**HEMENDRAKUMAR CHAMANLAL SHAH**
Father's Name	Chamanlal Balabhai Shah
DIN	00077654
Date of Birth	02/05/1952
Age	69 years
Education Qualification	Bachelor of Commerce (B.com), Bachelor of Law (LLB), Masters of Commerce (M. Com), Company Secretary (CS), Cost and works Accounts (ICWA), Certified Associate of Indian Institute of Bankers (CAIIB).
Designation	Independent Director
No. of Years of Experience	42 years
Address	F/701, Tulip Citadel, Opp. ESIC Staff Quarters, Shreyas Terka, Ambawadi, Ahmedabad, Gujarat – 380015
Occupation	Retired
Nationality	India
Date of Appointment	Appointed as Additional Independent Director on March 20, 2017. Further, on September 21, 2017, he was re-appointed as Independent Director of the company.
Terms of Appointment	Appointed for an initial period of 1 (one) year and maximum period of 5 years from March 20, 2017, may continue thereafter for a term not exceeding 5 (five) years, if mutually agreed.
Other Directorship / Partnerships	**Public Limited:** Deep Industries Limited Denis Chem Lab Limited Sarkar Healthcare Limited Deep Energy Resources Limited Optimized Solutions Limited **Private Limited:** Nil **Limited Liability Partnerships:** Nil

Name	MAGANLAL JOITABHAI PRAJAPATI
Father's Name	Joitabhai Dhulabhai Prajapati
DIN	00564105
Date of Birth	06/10/1946
Age	75 years
Education Qualification	Bachelor of Science (Statistics) (B. Sc) Master of Science (Statistics) (M. Sc) Master of Philosophy (Statistics) (M. Phil)
Designation	Independent Director
No. of Years of Experience	21 years
Address	Umanagar Society, Atmavallabh Hospital Same, Idar, Sabarkantha, Idar, Gujarat – 383430 IN
Occupation	Retired Professor
Nationality	India
Date of Appointment	Appointed as Additional Independent Director on May 26 2021. On August 12, 2021 he was further re-appointed as Independent Director of the company.
Terms of Appointment	Appointed for an initial period of 1 (one) year and maximum period of 5 years from May 26, 2021, may continue thereafter for a term not exceeding 5 (five) years, if mutually agreed.
Other Directorship / Partnerships	**Public Limited:** Nil **Private Limited:** Nil **Limited Liability Partnerships:** Nil

Name	INDIRA NITYANANDAM
Father's Name	Muthuswamy Ramaswamy
DIN	06749538
Date of Birth	24/09/1951
Age	70 years
Education Qualification	Master of Arts in Political Science (M.A.), Master of Arts in English Literature (M.A.), Master of Philosophy in English Literature (M. Phil) and Doctorate of Philosophy (PhD).
Designation	Independent Director
No. of Years of Experience	28 Years
Address	No. 3, Vaibhavi Apartments, B/h. H.L. Commerce College, Navrangpura, Ahmedabad, Gujarat – 380009 IN
Occupation	Retired Professor
Nationality	India
Date of Appointment	Appointed as Additional Independent Director on November 29, 2013. On September 30, 2014, she was re-appointed as Independent Director of the company. Further, on April 05, 2019, was appointed for second term.
Terms of Appointment	Appointed for period of 5 years from April 05, 2019, may continue thereafter for a term not exceeding 5 (five) years, if mutually agreed.
Other Directorship / Partnerships	**Public Limited:** Nil **Private Limited:** Nil **Limited Liability Partnerships:** Nil

Name	KANDARP G TRIVEDI
Father's Name	Gajendra N Trivedi
DIN	00314065
Date of Birth	04/01/1977
Age	44 years
Education Qualification	Chartered Accountant
Designation	Independent Director
No. of Years of Experience	17 Years
Address	2, Krishna Apartments, 60, Azad Society, Ambawadi, Ahmedabad, Gujarat – 380015
Occupation	Professional
Nationality	India
Date of Appointment	Appointed as Additional Independent Director on June 26, 2021. Further on August 12, 2021 he was re-appointed as Independent Director of the company.
Terms of Appointment	Appointed for an initial period of 1 (one) year and maximum period of 5 years from June 26, 2021, may continue thereafter for a term not exceeding 5 (five) years, if mutually agreed.
Other Directorship/ Partnerships	**Public Limited:** Amazoone Ceramics Limited **Private Limited:** Crystal Ceramic Industries Private Limited **Limited Liability Partnerships:** Nil

CONFIRMATIONS

As on the date of this Draft letter of offer:

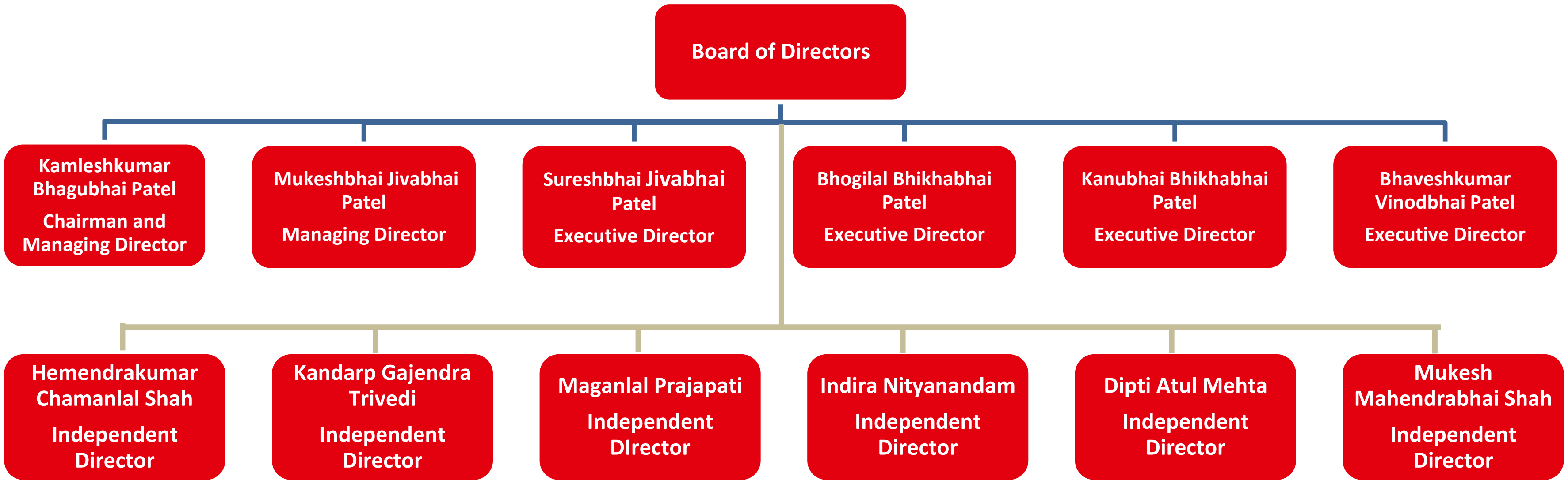
1) Further, none of our directors are or were directors of any listed companies whose shares have been/were: -

    (a) Suspended from trading by any of the stock exchange(s) during his/her tenure in such company/companies in the last 5 years or

    (b) Delisted from the stock exchanges during the term of their directorship in such company/companies in last 10 years.

2) None of the Promoters, persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

MANAGEMENT ORGANISATION STRUCTURE



DETAILS OF SENIOR MANAGEMENT AND KEY MANAGEMENT

S. No.	Name	Date of Appointment	Designation
1.	Kamleshkumar Bhagubhai Patel	30/09/2002	Chairman and Managing Director
2.	Mukeshbhai Jivabhai Patel	30/09/2002	Managing Director
3.	Amarendra Kumar Gupta	15/11/2019	Chief Financial Officer
4.	Dhruti Mahesh Trivedi	11/11/2020	Company Secretary & Compliance Officer

SECCTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF
ASIAN GRANITO INDIA LIMITED

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **ASIAN GRANITO INDIA LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its associate for the quarter ended June 30, 2021 ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Parent's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
   We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:
    i. Asian Granito India Limited (Parent)
    ii. AGL Industries Limited (Subsidiary, including its subsidiary Powergrace Industries Limited)
    iii. Crystal Ceramic Industries Private Limited (Subsidiary)
    iv. Amazoone Ceramics Limited (Subsidiary)
    v. AGL Global Trade Private Limited (Subsidiary)
    vi. Astron Paper and Board Mill Limited (Associate)

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. The statement includes the Group's share of net profit of ₹ 34.72 lakhs for the quarter ended on June 30, 2021 in respect of an associate whose financial results have been reviewed by their auditors whose reports have been furnished to us by the management.

   Our conclusion on the Statement is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

For R R S & Associates
Chartered Accountants
FR No.: 118336W

Date : August 06, 2021
Place : Ahmedabad

Rajesh shah
Partner
Membership No. 034549

ASIAN GRANITO INDIA LIMITED
Regd. Office: 202, Dev Arc, Opp. Iskcon Temple,
S G Highway, Ahmedabad - 380 015
CIN No.:L17110GJ1995PLC027025

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2021 (₹ in Lakhs)

	Particulars	Quarter Ended			Year Ended
		June 30, 2021	March 31, 2021	June 30, 2020	March 31, 2021
		(Unaudited)	(Audited) (Refer Note 10)	(Unaudited)	(Audited)
1	Revenue from Operations	27,298.25	43,414.00	12,939.94	1,29,229.94
2	Other Income	25.21	13.37	22.74	133.85
3	**Total Income (1 + 2)**	**27,323.46**	**43,427.37**	**12,962.68**	**1,29,363.79**
4	**Expenses :**				
	a) Cost of Materials Consumed	5,261.60	7,410.91	1,272.44	21,454.77
	b) Purchase of Stock-in-Trade	12,146.14	22,576.37	5,813.28	64,433.11
	c) Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	(550.21)	(1,760.99)	2,063.05	(1,684.29)
	d) Employee Benefit Expenses	2,486.17	2,668.10	1,648.19	9,128.22
	e) Finance Costs	622.50	804.04	830.83	3,275.13
	f) Depreciation and Amortization Expenses	722.12	730.67	754.49	2,934.82
	g) Power & Fuel Expense	2,800.10	3,737.03	617.72	10,635.51
	h) Other Expenses	2,660.08	4,649.64	1,148.94	11,667.38
	Total Expenses	**26,148.50**	**40,815.77**	**14,148.94**	**1,21,844.65**
5	**Profit before tax (3-4)**	**1,174.96**	**2,611.60**	**(1,186.26)**	**7,519.14**
6	**Tax Expense**				
	(a) Current Tax	349.38	566.89	5.04	1,569.14
	(b) Earlier Year Tax	-	(2.32)	-	(6.57)
	(c) Deferred Tax	20.84	143.55	(312.41)	389.50
	Total Tax Expense	**370.22**	**708.12**	**(307.37)**	**1,952.07**
7	**Net Profit for the period / year (5-6)**	**804.74**	**1,903.48**	**(878.89)**	**5,567.07**
8	Share of Profit of Associate (Net of Taxes)	34.72	128.23	34.62	193.84
9	**Net Profit for the period / year after Share of Profit of Associate (7+8)**	**839.46**	**2,031.71**	**(844.27)**	**5,760.91**
10	**Other Comprehensive Income (OCI)**				
	Items that will not be reclassified to profit or loss				
	- Remeasurements of defined benefit plans	8.31	59.24	(7.94)	32.51
	- Income Tax relating to above items	(1.96)	(13.99)	1.90	(7.82)
	Total Other Comprehensive income for the period / year	**6.35**	**45.25**	**(6.04)**	**24.69**
11	**Total Comprehensive income for the period / year (9 + 10)**	**845.81**	**2,076.96**	**(850.31)**	**5,785.60**
12	**Net Profit for the period / year attributable to:**				
	(a) Owners	821.76	1,959.21	(744.88)	5,700.05
	(b) Non controlling interests	17.70	72.50	(99.39)	60.86
	Other Comprehensive Income for the period / year attributable to:				
	(a) Owners	5.94	41.89	(5.71)	23.05
	(b) Non controlling interests	0.41	3.36	(0.33)	1.64
	Total Comprehensive income for the period / year attributable to:				
	(a) Owners	827.70	2,001.10	(750.59)	5,723.10
	(b) Non controlling interests	18.11	75.86	(99.72)	62.50
13	Paid up Equity Share capital (Face Value ₹ 10 per share)	**3,428.74**	**3,405.44**	**3,008.74**	**3,405.44**
14	Other Equity	-	-	-	59,192.36
15	Earnings per Share (not annualised for quarters) (Face value of ₹ 10/- each)				
	- Basic EPS (in ₹)	2.40	6.21	(2.48)	18.57
	- Diluted EPS (in ₹)	2.40	6.21	(2.48)	18.57
	See accompanying notes to the financial results				

NOTES ON UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2021

Notes :

1 The above unaudited consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors of Asian Granito India Limited (the "Holding Company", together with its subsidiaries, referred to as "the Group") at its meetings held on August 06, 2021.

2 The Statutory Auditors have carried out limited review of the unaudited consolidated financial results for the quarter ended June 30, 2021.

3 These financial results have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued there-under and in terms of the Regulation 33 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (the "Listing Regulations"), as modified by Circular dated July 5, 2016.

4 The Group has only one reportable segment viz., Tiles & Marbles as per Ind AS 108 – Operating Segment.

5 COVID-19 is the infectious disease caused by the most recently discovered coronavirus, SARS-CoV-2. In March 2020, the WHO declared COVID-19 a pandemic. The Group has adopted measures to curb the spread of infection in order to protect the health of the employees and ensure business continuity with minimal disruption.
In assessing the recoverability of receivables and other financials assets, the Group has considered internal and external information upto the date of approval of these Consolidated financial results. The impact of the global health pandemic may be different from that of estimated as at the date of approval of these consolidated financial results and the Group will continue to closely monitor any material changes to future economic conditions.

6 The standalone financial results are available on Company's website (www.aglasiangranito.com) and on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com). The specified items of the unaudited standalone financial results of the Company for the quarter ended June 30, 2021 are given below:

(₹ in Lakhs)

Particulars	Quarter Ended			Year Ended
	June 30, 2021	March 31, 2021	June 30, 2020	March 31, 2021
	(Unaudited)	(Audited) (Refer Note 10)	(Unaudited)	(Audited)
Total Income	23,742.66	35,748.85	11,188.57	1,03,654.99
Profit before tax	1,000.83	2,004.17	(715.73)	6,586.58
Profit after tax	695.79	1,512.36	(528.93)	4,922.26
Total Comprehensive Income	700.98	1,547.54	(533.73)	4,943.03

7 After receiving in principal approval from the Stock Exchanges and from Shareholders, the Holding Company has offered 47,00,000 "Fully Convertible Warrants" at price of ₹ 180/- each (at a face value of ₹ 10/- each and Premium of ₹ 170/- Per Convertible Warrant) in one or more tranches for the below objective:
i) To fund long term capital requirements for future growth of the Company;
ii) To meet working capital requirement and reducing debts; and
iii) To meet General Corporate Purpose.
As at March 31, 2021, the Holding Company has allotted 39,67,000 equity shares (Instrument value of ₹ 180/-) of face value of ₹ 10/- each and premium of ₹ 170/- each. In Promoter category 23,67,000 equity shares and in Non-promoter category 16,00,000 equity shares are allotted on conversion of convertible warrants issued on preferential basis.
During the quarter ended June 30, 2021, the Holding Company has allotted 2,33,000 equity shares (Instrument value of ₹ 180/-) of face value of ₹ 10/- each and premium of ₹ 170/- each. In Promoter category 1,33,000 equity shares and in Non-promoter category 1,00,000 equity shares are allotted on conversion of convertible warrants issued on preferential basis. The Paid-up Equity capital of the Holding Company has increased from ₹ 3405.44 Lakhs to ₹ 3428.74 Lakhs and resultant security premium of ₹ 396.10 Lakhs has been credited into security premium account and shown in the "Reserve and Surplus" in "Other Equity". The proceeds of the preferential issue were utilised for the objectives as stated.
The Holding Company has received total 42,00,000 Fully Convertible Warrants out of 47,00,000 Fully Convertible Warrants in accordance as per SEBI guidelines. Hence 5,00,000 Preferential Share Warrants are forfeited, which were not converted into equity shares on non-exercise of option before the extended due date. Accordingly, the balance lying in the Holding Company paid as Upfront Warrant Subscription Amount towards 25% of the issue price (₹ 45 per convertible warrant -25% of ₹ 180/-) of the warrants amounting ₹ 225.00 Lakhs has been credited to Capital Reserve and shown in the "Reserve and Surplus" in "Other Equity".

NOTES ON UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2021

8 The Board of Directors of Holding Company at its meeting held on July 14, 2021 approved the offer and issuance of fully paid-up equity shares of the Holding Company (the "Equity Shares") for an amount not exceeding ₹ 225 Crore (Rupees Two Hundred Twenty Five Crore Only) by way of a rights issue to the eligible equity shareholders of the Holding Company as on the record date (to be determined and notified subsequently}, in accordance with applicable laws, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, subject to such approvals, as may be required under the applicable laws ("Rights Issue") for raising of funds.
Further the Board of Directors of Holding Company also approved increasing of Authorised Capital of the Holding Company from ₹ 47,50,00,000 /- to ₹ 65,00,00,000/- and alter Memorandum of Association accordingly, subject to the approval of members in Extra Ordinary General Meeting , to be held on August 12, 2021.

9 The Code on Social Security, 2020 (‘Code’) relating to employee benefits during employment and post- employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules / interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

10 Figures for the quarter ended March 31, 2021 represents the difference between the audited figures in respect to the full financial year and the published figures of nine months ended December 31, 2020, which were subjected to limited review.

11 The figures pertaining to previous periods have been regrouped and restated wherever necessary, to make them comparable.

By the order of the Board of Directors
For, Asian Granito India Limited

Place : Ahmedabad
Date : August 06, 2021

Kamleshbhai B. Patel
Chairman & Managing Director

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 "Company") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group") and its associate, which comprise the Consolidated Balance Sheet as at March 31, 2021, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, 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, 2021 and their consolidated profit, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the 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.

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.

Key audit matters	How our audit addressed the key audit matters
During the year ended on March 31, 2021, the Company has allotted 39,67,000 equity shares (Instrument value of ₹ 180/-) of face value of ₹ 10/- each and premium of ₹ 170/- each. Amount received on allotment of equity shares has been depicted in 'Equity Share Capital and Other Equity' in the Balance Sheet as at March 31, 2021. As the allotment of equity shares by the Company during the year ended on March 31, 2021, has the effect of enhancing the Equity of the Company the same is considered to be a key audit matter.	• We gained an understanding of the process of allotment of equity shares followed by the company, to include amongst others: • Passing of resolution in a validly convened and constituted Board meeting of the Company. • Passing of resolution in a validly convened and constituted general meeting of the Company. • Obtained permission from the BSE&NSE Limited. Under (Listing obligations and Disclosure requirements) Regulations, 2015. • We assessed the adequacy of disclosures in the financial statements.

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 Annexure to Board's Report, Corporate Governance Report and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's 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 and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the 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 Consolidated 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 and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities 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 scepticism 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 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 and its subsidiary companies which are companies incorporated in India, 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 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 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 entities within the Group 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 included in the consolidated financial statements of which we are the independent auditors.

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 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 Matter

1) We did not audit the financial statements of four subsidiaries whose financial statements, reflect total assets of ₹ 11565.39 Lakhs as at March 31, 2021, total income of ₹ 15829.36 Lakhs, total net profit after tax of ₹ 493.10 Lakhs ,total comprehensive income of ₹ 492.37 Lakhs and net cash outflow amounting to ₹ 198.46 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 ₹ 193.84 Lakhs for the year ended March 31, 2021, as considered in the consolidated financial statements, in respect of one associate whose financial statements have not been audited by us. These financial statements 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 and associate and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries 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.

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 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.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows 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 Company as on March 31, 2021 taken on record by the Boards of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2021 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 Company and subsidiary 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 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in its consolidated financial statements.

ii) The Holding Company and its Subsidiary Companies, did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2021;

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

For R.R.S. & Associates
Chartered Accountants
FRN.118336W

Rajesh R Shah
(Partner)
Membership No. 034549
UDIN: 21034549AAAAAS2176

Place: Ahmedabad
Date: May 31, 2021

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(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 the Company as on and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of **ASIAN GRANITO INDIA LIMITED** (hereinafter referred to as "Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

<u>Management's Responsibility for Internal Financial Controls</u>

The respective Boards of Directors of the Company and its subsidiary companies 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 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 (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.

<u>Auditors' Responsibility</u>

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, 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("ICAI") 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. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Company and its subsidiary companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31,2021, based on the criteria for internal financial control over financial reporting 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 ICAI.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to four subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

For R.R.S. & Associates
Chartered Accountants
FRN.118336W

Rajesh R Shah
(Partner)
Membership No. 034549
UDIN: 21034549AAAAAS2176

Place: Ahmedabad
Date: May 31, 2021

Consolidated Balance Sheet as at March 31, 2021 (₹ in Lakhs)

Particulars	Notes	As at March 31, 2021	As at March 31, 2020
I ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	2	44,552.14	44,830.13
(b) Capital Work-in-Progress	2	2,442.51	937.45
(c) Right of Use Assets	3	794.83	1,064.96
(d) Investment Property	4	50.76	50.76
(e) Goodwill	5	331.67	331.67
(f) Financial Assets			
(i) Investments	6	2,677.13	2,878.64
(ii) Loans	7	167.00	207.35
(iii) Other Financial Assets	8	176.91	112.65
(g) Other Non-Current Assets	9	1,254.66	1,463.45
Total Non-Current Assets		**52,447.61**	**51,877.06**
2 Current Assets			
(a) Inventories	10	31,931.05	29,175.71
(b) Financial Assets			
(i) Investments	6	1,950.40	101.43
(ii) Trade Receivables	11	42,028.49	37,425.41
(iii) Cash and Cash Equivalents	12	1,461.33	289.63
(iv) Bank Balances other than (iii) above	12	389.91	1,027.41
(v) Loans	7	1,361.43	717.63
(vi) Other Financial Assets	8	1,171.26	2,376.11
(c) Other Current Assets	9	3,964.67	2,919.85
Total Current Assets		**84,258.54**	**74,033.18**
Total Assets		**1,36,706.15**	**1,25,910.24**
II EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	13	3,405.44	3,008.74
(b) Other Equity	14	59,192.36	48,727.07
Equity attributable to Owners		**62,597.80**	**51,735.81**
Non-Controlling Interest	14	**2,982.90**	**2,920.40**
Total Equity		**65,580.70**	**54,656.21**
2 LIABILITIES			
(i) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	11,050.60	8,086.58
(ii) Lease Liabilities	41	691.29	814.27
(iii) Trade Payables	16		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,818.23	-
(iv) Other Financial Liabilities	17	36.76	36.48
(b) Provisions	18	279.75	349.39
(c) Deferred Tax Liabilities (Net)	19	2,861.59	2,464.27
Total Non-Current Liabilities		**17,738.22**	**11,750.99**
(ii) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	14,451.79	22,803.61
(ii) Lease Liabilities	41	201.05	312.37
(iii) Trade Payables	16		
Total outstanding dues of micro enterprises and small enterprises		237.72	199.28
Total outstanding dues of creditors other than micro enterprises and small enterprises		29,957.76	30,822.54
(iv) Other Financial Liabilities	17	5,292.30	3,272.13
(b) Other Current Liabilities	20	2,507.76	1,593.74
(c) Provisions	18	413.16	383.60
(d) Current Tax Liabilities (Net)	21	325.69	115.77
Total Current Liabilities		**53,387.23**	**59,503.04**
Total Liabilities		**71,125.45**	**71,254.03**
Total Equity and Liabilities		**1,36,706.15**	**1,25,910.24**
Significant Accounting Policies	1		
See accompanying notes to the Financial Statements	2 - 51		

As per our report of even date attached
For R R S & Associates
Chartered Accountants
ICAI Firm Reg. No.-118336W

Rajesh Shah
Partner
Membership No.-034549
Place: Ahmedabad
Date: May 31, 2021

For and on behalf of the Board of Directors

Kamleshbhai B. Patel
Chairman & Managing Director
DIN: 00229700

Mukeshbhai J. Patel
Managing Director
DIN: 00406744

CA Amarendra Kumar Gupta
Chief Financial Officer
Membership No.-063510
Place: Ahmedabad

Dr. Dhruti Trivedi
Company Secretary
Membership No.-A31842

Consolidated Statement of Profit and Loss for the Year Ended March 31, 2021

(₹ in Lakhs)

Particulars	**Notes**	**Year Ended March 31, 2021**	**Year Ended March 31, 2020**
1 Income			
Revenue from Operations	**22**	1,29,229.94	1,22,453.47
Other Income	**23**	352.33	773.95
Total Income		**1,29,582.27**	**1,23,227.42**
2 Expenses			
Cost of Materials Consumed	**24**	21,454.77	30,651.36
Purchase of Stock-in-Trade		64,433.11	43,059.39
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	**25**	(1684.29)	(218.33)
Employee Benefits Expenses	**26**	9,128.22	10,849.41
Finance Costs	**27**	3,493.61	4,000.75
Depreciation and Amortisation Expenses	**28**	2,934.82	3,077.91
Power & Fuel	**29**	10,635.51	13,007.68
Other Expenses	**30**	11,667.38	13,334.17
Total Expenses		**1,22,063.13**	**1,17,762.34**
3 Profit before Share of Profit of Associate & Joint Venture (1-2)		**7,519.14**	**5,465.08**
4 Share in profit of Associate & Joint Venture		193.84	253.23
5 Profit before tax (3+4)		**7,712.98**	**5,718.31**
6 Tax Expense			
(1) Current Tax		1,569.14	1,250.10
(2) Earlier Year Tax		(6.57)	222.28
(3) Deferred Tax		389.50	(358.65)
Total Tax Expense		**1,952.07**	**1,113.73**
7 Profit for the Year (5-6)		**5,760.91**	**4,604.58**
8 Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss			
(i) Remeasurements of defined benefit plans		32.51	(26.86)
(ii) Income tax relating to above items		(7.82)	6.33
Total Other Comprehensive Income (i + ii)		**24.69**	**(20.53)**
9 Total Comprehensive Income for the Year (7 + 8)		**5,785.60**	**4,584.05**
Profit Attributable to:			
(i) Owners		5,700.05	4,218.00
(ii) Non Controlling Interest		60.86	386.58
Other Comprehensive Income Attributable To			
(i) Owners		23.05	(19.20)
(ii) Non Controlling Interest		1.64	(1.33)
Total Comprehensive Income Attributable To			
(i) Owners		5,723.10	4,198.80
(ii) Non Controlling Interest		62.50	385.25
Earnings per equity Share (Face value of ₹ 10 each)	**34**		
(1) Basic (in ₹)		18.57	14.02
(2) Diluted (in ₹)		18.57	14.02
Significant Accounting Policies	**1**		
See accompanying notes to the Financial Statements	**2 - 51**		

As per our report of even date attached
For R R S & Associates
Chartered Accountants
ICAI Firm Reg. No.-118336W

Rajesh Shah
Partner
Membership No.-034549
Place: Ahmedabad
Date: May 31, 2021

For and on behalf of the Board of Directors

Kamleshbhai B. Patel
Chairman & Managing Director
DIN: 00229700

Mukeshbhai J. Patel
Managing Director
DIN: 00406744

CA Amarendra Kumar Gupta
Chief Financial Officer
Membership No.-063510
Place: Ahmedabad

Dr. Dhruti Trivedi
Company Secretary
Membership No.-A31842

Statement of Cash Flow for the Year Ended March 31, 2021

(₹ in Lakhs)

Particulars		Year ended March 31, 2021	Year ended March 31, 2020
Cash Flow From Operating Activities			
Profit Before Tax		**7,712.98**	**5,718.31**
Adjustment for :			
Depreciation		2,934.82	3,077.91
Interest Paid		3,493.61	4,000.75
Interest Income		(275.99)	(353.66)
Allowance for Expected Credit Loss		159.87	175.09
Net (Gain) / Loss on Sale of Property, Plant & Equipment		45.55	4.54
Share in profit of Associate & Joint Venture		(193.84)	(253.23)
(Gain) on Account of Derecognition of Subsidiary		-	(308.40)
Rent concession on Lease Rentals		(87.38)	-
(Gain) on Sale of Lease Asset		(15.81)	-
Operating Profit before Working Capital changes		**13,773.81**	**12,061.31**
Changes in Working Capital			
Adjustment for :			
(Increase) / Decrease in Inventories		(2,755.34)	228.15
(Increase) / Decrease in Trade Receivables		(4,762.95)	1,626.95
(Increase) / Decrease in Financial Assets		542.69	(1,583.11)
(Increase) / Decrease in Other Assets		(836.05)	(2,212.44)
Increase / (Decrease) in Trade Payables		1,991.89	(1,479.24)
Increase / (Decrease) in Other Financial Liabilities		138.45	(257.18)
Increase / (Decrease) in Other Liabilities		914.02	(1,442.99)
Increase / (Decrease) in Provisions		(6.65)	133.30
Cash generated from operations before Income Tax Paid		**8,999.87**	**7,074.76**
Direct Taxes Paid		(1,352.65)	(1,426.02)
Net Cash Flow From Operating Activities	**(A)**	**7,647.22**	**5,648.74**
Cash Flow From Investing Activities			
Payments for purchase of Property, Plant & Equipment including Capital Work-in-Progress		(4,062.72)	(5,532.19)
Proceeds from sales of Property, Plant & Equipment		190.67	75.73
Proceeds / (Payments) of term deposits		636.60	(953.72)
(Purchase) / Sale in Investments (Net)		394.42	2,000.65
Interest Received		275.99	353.66
Net Cash Flow Used In Investing Activities	**(B)**	**(2,565.04)**	**(4,055.87)**
Cash Flow From Financing Activities			
Proceeds from Non-Current Borrowings (Net)		4,846.03	(2,058.44)
Increase/ (Decrease) in Current Borrowings (Net)		(8,351.82)	397.57
Interest Paid		(3,396.46)	(3,876.82)
Issue of Preferential Share Warrants		5,355.45	2,115.00
Payment of lease liability		(299.05)	(331.59)
Dividend paid		(215.66)	(180.64)
Dividend Distribution Tax paid		-	(37.11)
Net Cash Flow Used In Financing Activities	**(C)**	**(2,061.51)**	**(3,972.02)**
Net Increase in cash and cash equivalents during the year	**(A + B + C)**	**3,020.67**	**(2,379.16)**
Add: Cash and cash equivalents at the beginning for the year		391.06	2,776.86
Less: Cash and cash equivalents disposed On Account of Derecognition of Subsidiary		-	(6.64)
Cash and cash equivalents at the end for the year		**3,411.73**	**391.06**

Statement of Cash Flow for the Year Ended March 31, 2021 (Cont..)

Notes:

(a) Components of Cash & Cash Equivalents **(₹ in Lakhs)**

Particulars		As at March 31, 2021	As at March 31, 2020
Cash and Cash Equivalents: (Refer Note 12)			
Cash on Hand		23.42	18.48
Balance with Bank		1,246.54	271.15
Term Deposits with Bank		191.37	-
	Sub Total - A	**1,461.33**	**289.63**
Current Investments: (Refer Note 6)			
Investment in Mutual Funds		1,950.40	101.43
	Sub Total - B	**1,950.40**	**101.43**
	Total (A + B)	**3,411.73**	**391.06**

(b) Reconciliation of liabilities arising from financing activities **(₹ in Lakhs)**

As at March 31, 2021	Opening Balance	Cash Flows	Non Cash Changes	On Account of Derecognition of Subsidiary	Closing Balance
Long term Borrowings (Incl. Current maturity)	9,261.54	4,846.03	-	-	**14,107.57**
Short term Borrowings	22,803.61	(8,351.82)	-	-	**14,451.79**
Total liabilities from financing activities	**32,065.15**	**(3,505.79)**		**-**	**28,559.36**

(₹ in Lakhs)

As at March 31, 2020	Opening Balance	Cash Flows	Non Cash Changes	On Account of Derecognition of Subsidiary	Closing Balance
Long term Borrowings (Incl. Current maturity)	12,560.57	(2,058.44)	-	(1,240.59)	**9,261.54**
Short term Borrowings	23,498.08	397.57	-	(1,092.04)	**22,803.61**
Total liabilities from financing activities	**36,058.65**	**(1,660.87)**	**-**	**(2,332.63)**	**32,065.15**

(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 - 51**

As per our report of even date attached
For R R S & Associates
Chartered Accountants
ICAI Firm Reg. No.-118336W

For and on behalf of the Board of Directors

Kamleshbhai B. Patel
Chairman & Managing Director
DIN: 00229700

Mukeshbhai J. Patel
Managing Director
DIN: 00406744

Rajesh Shah
Partner
Membership No.-034549
Place: Ahmedabad
Date: May 31, 2021

CA Amarendra Kumar Gupta
Chief Financial Officer
Membership No.-063510
Place: Ahmedabad

Dr. Dhruti Trivedi
Company Secretary
Membership No.-A31842

ASIAN GRANITO INDIA LIMITED
CIN No.:L17110GJ1995PLC027025

Statement of Changes in Equity for the Year Ended March 31, 2021

A Equity Share Capital (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	3,008.74	3,008.74
Changes in Equity share capital during the year	396.70	-
Balance at the end of the year	**3,405.44**	**3,008.74**

B Other Equity (₹ in Lakhs)

Particulars	Reserves & Surplus				Preferential Share Warrants	Total Equity attributable to Owners	Non-Controlling Interest	Total
	Capital Reserve on Consolidation	Security Premium	General Reserve	Retained Earnings				
Balance as at April 1, 2019	**3,362.67**	**7,690.51**	**890.00**	**30,158.48**	-	**42,101.66**	**3,612.90**	**45,714.56**
Profit for the year	-	-	-	4,218.00	-	**4218.00**	386.58	**4,604.58**
Other Comprehensive Income for the year	-	-	-	(19.20)	-	**(19.20)**	(1.33)	**(20.53)**
Total Comprehensive Income for the year	-	-	-	**4,198.80**	-	**4,198.80**	**385.25**	**4,584.05**
Profit / Loss On Account of Derecognition of Subsidiary (Refer Note 44)	-	-	-	(327.62)	-	**(327.62)**	(1077.75)	**(1405.37)**
Profit / Loss on On Account of Derecognition of Joint Venture (Refer Note 6)	-	-	-	856.86	-	**856.86**	-	**856.86**
Issue of Preferential Share Warrants	-	-	-	-	2,115.00	**2,115.00**	-	**2115.00**
Dividends (Refer Note 14.2)	-	-	-	(180.52)	-	**(180.52)**	-	**(180.52)**
Dividend Distribution Tax (Refer Note 14.2)	-	-	-	(37.11)	-	**(37.11)**	-	**(37.11)**
Balance as at March 31, 2020	**3,362.67**	**7,690.51**	**890.00**	**34,668.89**	**2,115.00**	**48,727.07**	**2,920.40**	**51,647.47**
Profit for the year	-	-	-	5,700.05	-	**5700.05**	60.86	**5,760.91**
Other Comprehensive Income for the year	-	-	-	23.05	-	**23.05**	1.64	**24.69**
Total Comprehensive Income for the year	-	-	-	**5,723.10**	-	**5,723.10**	**62.50**	**5,785.60**
Issue of Security Premium	-	**6,743.90**	-	-	-	**6743.90**	-	**6743.90**
Issue of Preferential Share Warrants	-	-	-	-	5,355.45	**5355.45**	-	**5355.45**
Conversion of Preferential Share Warrants in to Equity Share Capital and Security Premium	-	-	-	-	(7140.60)	**(7140.60)**	-	**(7140.60)**
Dividends (Refer Note 14.2)	-	-	-	(216.56)	-	**(216.56)**	-	**(216.56)**
Dividend Distribution Tax (Refer Note 14.2)	-	-	-	-	-	-	-	-
Balance as at March 31, 2021	**3,362.67**	**14,434.41**	**890.00**	**40,175.43**	**329.85**	**59,192.36**	**2,982.90**	**62,175.26**

Significant Accounting Policies **1**
See accompanying notes to the Financial Statements **2 - 51**

As per our report of even date attached
For R R S & Associates
Chartered Accountants
ICAI Firm Reg. No.-118336W

Rajesh Shah
Partner
Membership No.-034549
Place: Ahmedabad
Date: May 31, 2021

For and on behalf of the Board of Directors

Kamleshbhai B. Patel
Chairman & Managing Director
DIN: 00229700

Mukeshbhai J. Patel
Managing Director
DIN: 00406744

Amarendra Kumar Gupta
Chief Financial Officer
Membership No.-063510
Place: Ahmedabad

Dr. Dhruti Trivedi
Company Secretary
Membership No.-A31842

Group'sBackground:

The consolidated financial statements comprise financial statements of Asian Granito India Limited (the Parent), its subsidiaries and associate (collectively, the group) for the year ended March 31, 2021. 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, Marbleand allied products.

The consolidated financial statements of the group for the year ended on March 31, 2021 were authorised for issue in accordance with a resolution of the Directors on May 31, 2021.

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 and going concern 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 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 consolidated 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.

iv) Estimates:
Estimates and judgements are continually evaluated. They are based on historical experience and other factors, includingexpectations of future events that may have a financial impact on the Group and that are believed to be reasonable underthe circumstances.

v) Estimation of uncertainties relating to the global health pandemic from COVID -19:
In view of the unprecedented COVID-19 pandemic, the Group has made a detailed assessment of its liquidity position for the next one year and recoverability of Property, Plant and Equipment, Investments, Trade Receivables and Inventories as at the balance sheet date. In assessing the recoverability, the Group has considered internal and external information upto the date of approval of these Ind AS consolidated financial statements and has concluded that there are no material impact on the operations and the financial position of the Group. However, the impact of the global health pandemic may be different from that estimated at the date of approval of these consolidated financial statements and the Group will continue to closely monitor any material changes to future economic conditions.

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 as at March 31, 2021. 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 have, 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 when the group gains control until the date when the Group ceases to control the subsidiary.

If the Group losses 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 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, 2021.

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 which have been accounted for using equity method as per Ind AS 28 "Investment in Associate 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 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 leviesand 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& 21Years
Buildings	10& 60 Years
Furniture & Fixtures and Office equipment	5& 13 Years

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.

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)

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).

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) 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.

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 consolidated 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 consolidated 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 consolidatedfinancial 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.

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.

Interest and dividends:
Interest income is recognized using effective interest method.Dividend income is recognized when the right to receive payment is established.

Export benefits:
The Company recognises income from duty drawback and export benefit on accrual basis.

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 consolidatedfinancial 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 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:

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Group as a Lessee

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term and useful life of the underlying asset. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows. Further, refer note no. 41, for effect of transition to Ind AS 116, classification of leases and other disclosures relating to leases.

Group as a Lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income

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 original 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 consolidatedfinancial 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, 2021

2 Property, Plant and Equipment

(₹ in Lakhs)

Particulars	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, 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
Additions	-	64.12	-	3,935.84	160.18	48.48	81.80	59.54	4,349.96	924.85
Deductions	-	-	-	(62.24)	-	-	(38.12)	(6.50)	(106.86)	-
On Account of Derecognition of Subsidiary	(156.36)	(1188.37)	-	(2497.56)	(8.24)	(9.44)	(28.74)	(11.38)	(3900.09)	-
As at March 31, 2020	**6,923.13**	**10,142.68**	**951.14**	**33,378.71**	**1,908.38**	**429.91**	**791.71**	**617.68**	**55,143.34**	**937.45**
Additions	6.68	105.22	-	2,115.64	237.53	32.43	28.14	32.02	2,557.66	1,583.83
Deductions	-	-	-	(583.55)	(30.19)	(23.20)	(72.73)	(102.14)	(811.81)	(78.77)
On Account of Derecognition of Subsidiary	-	-	-	-	-	-	-	-	-	-
As at March 31, 2021	**6,929.81**	**10,247.90**	**951.14**	**34,910.80**	**2,115.72**	**439.14**	**747.12**	**547.56**	**56,889.19**	**2,442.51**
Accumulated depreciation										
As at April 1, 2019	-	989.04	35.14	5,152.51	707.01	292.46	410.12	444.97	8,031.25	-
Depreciation for the year	-	386.45	19.58	2,078.25	134.91	32.40	66.60	63.64	2,781.83	-
Deductions	-	-	-	(9.22)	-	-	(13.24)	(4.13)	(26.59)	-
On Account of Derecognition of Subsidiary	-	(72.85)	-	(382.11)	(1.40)	(3.01)	(7.27)	(6.64)	(473.28)	-
As at March 31, 2020	**-**	**1,302.64**	**54.72**	**6,839.43**	**840.52**	**321.85**	**456.21**	**497.84**	**10,313.21**	**-**
Depreciation for the year	-	339.25	19.59	1,960.55	138.49	34.41	57.72	49.42	2,599.43	-
Deductions	-	-	-	(385.65)	(28.77)	(22.09)	(44.51)	(94.57)	(575.59)	-
On Account of Derecognition of Subsidiary	-	-	-	-	-	-	-	-	-	-
As at March 31, 2021	**-**	**1,641.89**	**74.31**	**8,414.33**	**950.24**	**334.17**	**469.42**	**452.69**	**12,337.05**	**-**
As at March 31, 2021	**6,929.81**	**8,606.01**	**876.83**	**26,496.47**	**1,165.48**	**104.97**	**277.70**	**94.87**	**44,552.14**	**2,442.51**
As at March 31, 2020	**6,923.13**	**8,840.04**	**896.42**	**26,539.28**	**1,067.86**	**108.06**	**335.50**	**119.84**	**44,830.13**	**937.45**

Note:

(a) For information on Property Plant and Equipment pledged as a security by the Group Refer Note 15.

(b) Refer Note 44 on account of Derecognition of Subsidiary.

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

3 Right of Use Assets

Particulars	Office & Other Building (₹ in Lakhs)
As at April 1, 2019	-
Reclassification on adoption of Ind AS 116	1,361.06
As at March 31, 2020	**1,361.06**
Additions	273.48
Deductions	(342.48)
As at March 31, 2021	**1,292.06**
Accumulated depreciation	
Depreciation for the year	296.08
Deductions	-
As at March 31, 2020	**296.08**
Depreciation for the year	335.38
Deductions	(134.23)
As at March 31, 2021	**497.23**
Net Block	
As at March 31, 2021	**794.83**
As at March 31, 2020	**1,064.96**

Refer Note 41 for related disclosures.

4 Investment Property

Particulars	Free hold - Land (₹ in Lakhs)
Cost / Deemed cost	
As at April 1, 2019	50.76
Additions	-
Deductions	-
As at March 31, 2020	**50.76**
Additions	-
Deductions	-
As at March 31, 2021	**50.76**
Accumulated depreciation	
As at April 1, 2019	-
Depreciation for the year	-
Deductions	-
As at March 31, 2020	-
Depreciation for the year	-
Deductions	-
As at March 31, 2021	-
Net Block	
As at March 31, 2021	**50.76**
As at March 31, 2020	**50.76**

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

4 Investment Property (Cont...)

Notes:

a) 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.

b) The Group does not have any contractual obligation to purchase, construct or develop for maintenance or enhancement of investment property.

c) The Group has no restrictions on the realisability of it's investment property.

d) Fair Value of investment property:

(₹ in Lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
Free hold - Land		50.76	50.76
	Total	**50.76**	**50.76**

5 Goodwill

(₹ in Lakhs)

Particulars	Goodwill on Consolidation
Cost / Deemed cost	
As at April 1, 2019	**331.67**
Additions	-
Deductions	-
As at March 31, 2020	**331.67**
Additions	-
Deductions	-
As at March 31, 2021	**331.67**
Accumulated depreciation	
As at April 1, 2019	-
Depreciation for the year	-
Deductions	-
As at March 31, 2020	-
Depreciation for the year	-
Deductions	-
As at March 31, 2021	-
Net Block	
As at March 31, 2021	**331.67**
As at March 31, 2020	**331.67**

6 Investments

(₹ in Lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
Non-Current Investments			
Investment in Equity Instruments of Associate		2,603.78	2,410.87
Investment in Mutual Funds		-	394.42
Investment in Others		73.35	73.35
	Total	**2,677.13**	**2,878.64**
Current Investments			
Investment In Mutual Fund		1,950.40	101.43
	Total	**1,950.40**	**101.43**

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

6 Investments (Cont…)

(₹ in Lakhs)

Particulars	Face Value	As at March 31, 2021 No. of Shares/Units	As at March 31, 2021 ₹	As at March 31, 2020 No. of Shares/Units	As at March 31, 2020 ₹
Non-Current					
I Investments in Equity Instruments (measured at cost, Refer Note 32)					
A) Quoted					
i) **Associate**					
Astron Paper & Board Mill Limited	10	87,75,000	2,603.78	87,75,000	2,410.87
Total (A)	-		**2,603.78**		**2,410.87**
B) Unquoted					
i) **Joint Venture**					
Panariagroup India Industrie Ceramiche Private Limited (Formerly known as AGL Panaria Private Limited) (Refer Note (a))		-	-	-	-
Sub Total (B)			-		-
Total (A + B)			**2,603.78**		**2,410.87**
II Quoted Investment in Mutual Funds (Measured at FVTPL, Refer Note 32)					
Aditya Birla Sunlife Mutual Fund	-	-	-	81,543.49	394.42
Total (II)			-		**394.42**
III Other Investments (Measured at Cost, Refer Note 32)	-	-	73.35	-	73.35
Total (III)			**73.35**		**73.35**
Grand Total (I + II + III)			**2,677.13**		**2,878.64**
Current					
Quoted (Measured at FVTPL)(Refer Note 32)					
Investment in Mutual Funds					
SBI Magnum Ultra Short duration Fund Direct Growth - NAV: 4718.9734 (Previous Year : Nil)		21,205.16	1,000.67	-	-
SBI Savings Fund Regular Growth - NAV: 32.5711 (Previous Year : Nil)		4,76,791.17	155.30	-	-
SBI Credit Risk Fund Regular Growth - NAV: 34.2530 (Previous Year : Nil)		3,19,897.63	109.57	-	-
SBI Corporate Bond fund Regular Growth - NAV: 25.0222 (Previous Year : 31.707)		27,36,996.03	684.86	3,19,897.63	101.43
Total			**1,950.40**		**101.43**

(₹ in Lakhs)

Particulars	As at March 31, 2021 Book Value	As at March 31, 2021 Market Value	As at March 31, 2020 Book Value	As at March 31, 2020 Market Value
Non-Current				
Total Quoted Investments	2,603.78	3,597.75	2,805.29	2,759.28
Total Unquoted Investments	73.35	-	73.35	-
Current				
Total Quoted Investments	1,950.40	1,950.40	101.43	101.43

Note:

a) Joint Venture

The Holding Company had entered into Joint Venture Agreement with Panariagroup Industrie Ceramiche S.p.A. vide JV Agreement dated February 17, 2012. The said JV agreement was terminated by the Holding Company vide Termination Agreement dated May 24, 2019. Consequently the Holding Company has sold equity shares of JV company viz., Panariagroup India Industrie Ceramiche Private Limited (Formerly known as AGL Panaria Private Limited) during the quarter ending on June 30, 2019.

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

7 Loans

(₹ in Lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
Non-Current			
Unsecured, Considered good			
Loans to Related Parties (Refer Note 38)		165.75	206.10
Loans to Others		1.25	1.25
	Total	**167.00**	**207.35**
Breakup:			
Loans considered good - Secured		-	-
Loans considered good - Unsecured		167.00	207.35
Loans which have significant increase in credit risk		-	-
Loans - Credit impaired		-	-
Less: Allowance for doubtful Loans		-	-
	Total	**167.00**	**207.35**
Current			
Loans and Advances to Employees		23.92	20.51
Loans to Others		1,337.51	697.12
	Total	**1,361.43**	**717.63**
Breakup:			
Loans considered good - Secured		-	-
Loans considered good - Unsecured		1,361.43	717.63
Loans which have significant increase in credit risk		-	-
Loans - Credit impaired		-	-
Less: Allowance for doubtful Loans		-	-
	Total	**1,361.43**	**717.63**

8 Other Financial Assets

(₹ in Lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
Non-Current			
Security and Other Deposits		95.08	101.73
In Term Deposit Accounts with original maturity more than 12 months		81.83	10.92
	Total	**176.91**	**112.65**
Current			
Export Incentive Receivables		495.65	703.20
Insurance Claim Receivables		-	14.97
Security and Other Deposits		85.72	126.58
Others		589.89	1,531.36
	Total	**1,171.26**	**2,376.11**

9 Other Assets

(₹ in Lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
Non-Current			
Payment under Protest		977.95	962.38
Capital Advances		276.71	501.07
	Total	**1,254.66**	**1,463.45**
Current			
Balances with Government Authorities		493.35	612.34
Advances to Vendors		2,947.06	2,067.35
Prepaid Expenses		229.29	227.59
Others		294.97	12.57
	Total	**3,964.67**	**2,919.85**

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

10 Inventories (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Valued at Lower of Cost or Net Realisable Value		
Raw Material	5,624.82	4,992.53
Work-in-Progress	5,127.29	4,639.10
Finished Goods	13,952.08	13,324.69
Stock in Trade	2,878.66	2,309.95
Stores, Spares, Fuel & Consumables	4,039.80	3,680.33
Packing Materials	308.40	229.11
Total	**31,931.05**	**29,175.71**

11 Trade Receivables (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Receivables from Others	42,028.49	37,423.13
Receivables from Related Parties (Refer Note 38)	-	2.28
Total	**42,028.49**	**37,425.41**
Breakup:		
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	42,028.49	37,425.41
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	119.97	907.80
Less: Allowance for Expected Credit Loss	(119.97)	(907.80)
Total	**42,028.49**	**37,425.41**

12 Cash and Bank Balances (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Cash and Cash Equivalents		
Cash on Hand	23.42	18.48
Balances with Banks		
In Current Accounts	1,246.54	271.15
In Term Deposit Accounts with Original Maturity of less than 3 months	191.37	-
Total	**1,461.33**	**289.63**
Other Balances with Banks		
Unpaid Dividend	2.69	1.79
In Term Deposit Accounts with Original Maturity more than 3 months but less than 12 months*	387.22	1,025.62
Total	**389.91**	**1,027.41**

* 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, 2021

13 Equity Share Capital (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised		
4,75,00,000 Equity Shares of ₹ 10/- each	4,750.00	3,625.00
(P.Y. 3,62,50,000) Equity Shares of ₹ 10 Each		
Issued, Subscribed and Paid up:		
3,40,54,446 Equity Shares of ₹ 10/- Each fully Paid up	3,405.44	3,008.74
(P.Y. 3,00,87,446) Equity Shares of ₹ 10 Each		
Total	**3,405.44**	**3,008.74**

13.1 Reconciliation of shares outstanding at the end of the year **(₹ in Lakhs)**

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	₹	No. of Shares	₹
At the beginning of the year	300,87,446	3,008.74	300,87,446	3,008.74
Add: Issued during the year	39,67,000	396.70	-	-
At the end of the year	**340,54,446**	**3,405.44**	**300,87,446**	**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, 2021		As at March 31, 2020	
	No. of Shares	%	No. of Shares	%
Kamleshbhai B Patel	50,73,741	14.90%	37,23,741	12.38%
Mukeshbhai J Patel	27,91,174	8.20%	22,99,174	7.64%
Sureshbhai J Patel	21,68,534	6.37%	15,43,534	5.13%

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

14 Other Equity (₹ in Lakhs)

Particulars	Reserves & Surplus				Preferential Share Warrants	Total Equity attributable to Owners	Non-Controlling Interest	Total
	Capital Reserve on Consolidation	Security Premium	General Reserve	Retained Earnings				
Balance as at April 1, 2019	**3,362.67**	**7,690.51**	**890.00**	**30,158.48**	-	**42,101.66**	**3,612.90**	**45,714.56**
Profit for the year	-	-	-	4,218.00	-	**4218.00**	386.58	**4,604.58**
Other Comprehensive Income for the year	-	-	-	(19.20)	-	**(19.20)**	(1.33)	**(20.53)**
Total Comprehensive Income for the year	-	-	-	**4,198.80**	-	**4,198.80**	**385.25**	**4,584.05**
Profit / Loss On Account of Derecognition of Subsidiary (Refer Note 44)	-	-	-	(327.62)	-	**(327.62)**	(1077.75)	**(1405.37)**
Profit / Loss on On Account of Derecognition of Joint Venture (Refer Note 6)	-	-	-	856.86	-	**856.86**	-	**856.86**
Issue of Preferential Share Warrants	-	-	-	-	2,115.00	**2,115.00**	-	**2115.00**
Dividends (Refer Note 14.2)	-	-	-	(180.52)	-	**(180.52)**	-	**(180.52)**
Dividend Distribution Tax (Refer Note 14.2)	-	-	-	(37.11)	-	**(37.11)**	-	**(37.11)**
Balance as at March 31, 2020	**3,362.67**	**7,690.51**	**890.00**	**34,668.89**	**2,115.00**	**48,727.07**	**2,920.40**	**51,647.47**
Profit for the year	-	-	-	5700.05	-	**5700.05**	60.86	**5,760.91**
Other Comprehensive Income for the year	-	-	-	23.05	-	**23.05**	1.64	**24.69**
Total Comprehensive Income for the year	-	-	-	**5,723.10**	-	**5,723.10**	**62.50**	**5,785.60**
Issue of Security Premium	-	6,743.90	-	-	-	6,743.90	-	**6743.90**
Issue of Preferential Share Warrants	-	-	-	-	5,355.45	5,355.45	-	**5355.45**
Conversion of Preferential Share Warrants in to Equity Share Capital and Security Premium	-	-	-	-	(7,140.60)	(7140.60)	-	**(7140.60)**
Dividends (Refer Note 14.2)	-	-	-	(216.56)	-	(216.56)	-	**(216.56)**
Dividend Distribution Tax (Refer Note 14.2)	-	-	-	-	-	-	-	-
Balance as at March 31, 2021	**3,362.67**	**14,434.41**	**890.00**	**40,175.43**	**329.85**	**59,192.36**	**2,982.90**	**62,175.26**

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.

(e) Preferential Share Warrants

After receiving in principal approval from the Stock Exchanges and from Shareholders, the Holding Company has offered 47,00,000 "Fully Convertible Warrants" at price of ₹ 180/- each (at a face value of ₹ 10/- each and Premium of ₹ 170/- Per Convertible Warrant) in one or more tranches for the below objective:

i) To fund long term capital requirements for future growth of the Company;

ii) To meet working capital requirement and reducing debts; and

iii) To meet General Corporate Purpose.

During the year ended on March 31, 2021, the Holding Company has allotted 39,67,000 equity shares (Instrument value of ₹ 180/-) of face value of ₹ 10/- each and premium of ₹ 170/- each. In Promoter category 23,67,000 equity shares and in Non-promoter category 16,00,000 equity shares are allotted on conversion of convertible warrants issued on preferential basis. The Paid-up Equity capital of the Holding Company has increased from ₹ 3008.74 Lakhs to ₹ 3405.44 Lakhs and resultant security premium of ₹ 6,743.90 Lakhs has been credited into security premium account and shown in the "Reserve and Surplus" in "Other Equity". The proceeds of the preferential issue were utilised by the Holding Company for the objectives as stated.

14.2 Dividend:

The Board of Directors at its meeting held on May 31, 2021 have recommended a payment of final dividend of ₹ 0.50 (P.Y. ₹ 0.70) per equity share of the face value of ₹ 10 each for the financial year ended March 31, 2021.

14.3 Refer Note 44 on account of Sale of Subsidiary.

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

15 Borrowings (₹ in Lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
Non-Current Borrowings (measured at amortised cost, Refer Note 32)			
Secured			
Term Loans			
- From Banks		7,316.70	2,914.78
- From Financial Institutions		1,898.63	1,931.82
SBLC		393.52	-
Vehicle Loans		96.16	170.93
Unsecured			
Loan			
- From Bank		-	20.68
- From Directors (Refer Note 38)		25.00	24.90
- From Others		4,377.56	4,198.43
	Sub-Total (A)	**14,107.57**	**9,261.54**
Current Maturities of Borrowings			
Secured			
Term loan from Banks		2,383.60	811.66
Term loan from Financial Institutions		248.71	299.47
SBLC		393.52	-
Vehicle Loans		31.14	53.84
Unsecured			
Loan			
- From Bank		-	9.99
	Sub-Total (B)	**3,056.97**	**1,174.96**
	Total (A-B)	**11,050.60**	**8,086.58**
Current Borrowings			
(measured at amortised cost, Refer Note 32)			
Secured			
Working Capital facilities from banks		14,451.79	22,803.61
	Total	**14,451.79**	**22,803.61**

Notes:

Asian Granito India Limited:

(a) Term Loan ₹ 1,151.35 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.

(b) SBLC of ₹ 393.52 Lakhs are secured by way of First and Exclusive charge on Hypothecation of the entire Plant & Machinery (Bought through capex LC).

(c) Working capital loans of ₹ 8,822.33 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.

(d) The sanction facilities have been secured by the personal guarantees of directors of the Company more specifically spelt out in related Sanction Letter from the Banks.

(e) Vehicle loans of ₹ 90.06 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.

Amazoone Ceramics Limited:

(a) Hypothecation of stocks, receivables and entire current assets of the Company and further secured by way of equitable mortgage of factory land & building of the Company situated at Plot No.1 & 2 over block No. 450 paiki admeasuring 55948 sq.meters at village Dalpur-383430, together with construction thereon and second charge over fixed assets of the Company. Further, the borrowing facilities are secured against personal guarantees of (a) Shri Vipul V. Patel -(director) (b) Shri Girishbhai M.Patel (Director) (c) Shri Mukeshbhai Jivabhai Patel and (d) Shri Kamleshbhai B.Patel.

(b) There has been no default during the year under review in repaymnent of either principal or interest due thereon.

(c) The working capital facilities have been availed @9.80% p.a. with monthly rest.

15 Borrowings (Cont…)

Crystal Ceramics Industries Private Limited:

(a) Punjab National Bank -T/L No.IC-206 (Repayable in (A) 6 Quarterly Installments of ₹ 2.25 Crores each and (B) 2 Quarterly Installments of ₹ 2.50 Crores each.

(b) Outstanding loans amount from Aditya Birla Finance Limited have been fully repaid with entire outstanding and said loan accounts have been closed during the year, hence said loans have been reported as nil.

(c) Outstanding loan amount from ICICI Bank Ltd has been fully repaid with entire outstanding and said loan account has been closed during the year, hence said loan has been reported as nil.

(d) Covid 19 emergency credit line demand loan with PNB for ₹ 5.03 Crores outstanding as on 31.03.2021 (Original Sanctioned ₹ 5 Crores) Repayable in 18 Monthly Installments of ₹ 27.78 Lakhs each.

(e) Working Term Loan under GECL 2.0 PNB TL A/c No 444100IL00000042 for ₹ 14.56 Crores outstanding as on 31.03.2021 (Original Sanctioned ₹ 14.54 Crores) Repayable in 48 Monthly Installments of ₹ 30.29 Lakhs each post moratorium period of 12 months.

(f) Working Term Loan under GECL 2.0 Axis Bank TL A/c No 921060053453466 for ₹ 2.96 Crores outstanding as on 31.03.2021 (Original Sanctioned ₹ 5.92 Crores) Repayable in 48 Monthly Installments of ₹ 12.33 Lakhs each post moratorium period of 12 months.

(g) Standard Chartered Bank Term Loan A/c No 52658791 for ₹ 9.19 Crores outstanding as on 31.03.2021 (Original Sanctioned ₹ 9.29 Crores) Repayable in 176 Monthly Installments of ₹ 9.42 Lakhs each including interest.

(h) Standard Chartered Bank Term Loan A/c No 52893138 for ₹ 10.75 Crores outstanding as on 31.03.2021 (Original Sanctioned ₹ 10.75 Crores) Repayable in 180 Monthly Installments of ₹ 10.58 Lakhs each including interest.

(i) Term Loan A/c No 206 with PNB for ₹ 19.94 Crores outstanding as on 31.03.2021 (Original Sanctioned ₹ 50 Crores) 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, Disct: 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, Disct: Mehsana, Gujarat-382705 and also secured by corporate guarantee provided by parent holding company Asian Granito India Ltd for the sanctioned amount and personal guarantees of directors of the company and more specifically spelt out in related Sanction Letter from the Bank.

(j) Covid 19 emergency credit line demand loan with PNB for ₹ 5.03 Crores outstanding as on 31.03.2021 (Original Sanctioned ₹ 5 Crores) secured by way of First Pari Passu charge by way of hypothecation On entire current assets present and future of the company comprising of raw materials, WIP, FG, spares /consumables and receivables and extension of charge of the collateral security as specified in related sanction letter .

(k) Working Term Loan under GECL 2.0 PNB TL A/c No 444100IL00000042 for ₹ 14.56 Crores outstanding as on 31.03.2021 (Original Sanctioned ₹ 14.54 Crores) secured by guarantee of NCGTC and by way of Second charge on existing primary security and collateral security including all cash flows of the Company.

(l) Working Term Loan under GECL 2.0 Axis Bank TL A/c No 921060053453466 for ₹ 2.96 Crores outstanding as on 31.03.2021 (Original Sanctioned ₹ 5.92 Crores) secured by guarantee of NCGTC and by way of Second charge on existing primary security and collateral security including all cash flows of the Company.

(m) Standard Chartered Bank Term Loan A/c No 52658791 for ₹ 9.19 Crores outstanding as on 31.03.2021 (Original Sanctioned ₹ 9.29 Crores) secured by commercial immovable property situated at 202,203 Dev Arc, Opposite Iscon Temple, Ahmedabad – 380059 owned by Asian Granito India Limited.

(n) Standard Chartered Bank Term Loan A/c No 52893138 for ₹ 10.75 Crores outstanding as on 31.03.2021 (Original Sanctioned ₹ 10.75 Crores) secured by commercial immovable property situated at S. No 489/1 489/2 , Plot 108,109 Nr Gota Bridge S.G Highway, Gota, Ahmedabad – 382481 owned by AGL Infrastructure Private Limited.

(o) Secured Short term borrowings from banks are secured against stock and Book Debts and also secured by corporate guarantee provided by parent holding company Asian Granito India Ltd for the sanctioned amount and personal guarantees of directors of the company and more specifically spelt out in related Sanction Letter from the Bank.

15 Borrowings (Cont…)

Powergrace Industries Limited:

(a) Vehicle loans are secured by hypothecation of vehicles in favour of Bank.

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, 2021
SBI Emergency Covid Term loan	Monthly	July 2022	7.50%	16	1,064.40
IndusInd - Term loan	Quarterly	December 2021	10.55%	3	86.95
Punjab National Bank Ltd.	Quarterly	January 2023	11.00%	8	1,994.27
Punjab National Bank Ltd.	Monthly	August 2022	8.10%	18	502.92
Punjab National Bank Ltd.	Monthly	November 2025	8.35%	48	1,456.33
Axis Bank Ltd	Monthly	February 2026	9.25%	48	296.07
Standard Chartered Bank	Monthly	November 2035	9.00%	176	919.07
Standard Chartered Bank	Monthly	March 2036	8.50%	180	1,075.00

16 Trade Payables

(₹ in Lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
Non-Current			
Due to Micro and Small enterprises (Refer Note 40)		-	-
Due to Others		2,818.23	-
	Total	**2,818.23**	**-**
Current			
Due to Micro and Small enterprises (Refer Note 40)		237.72	199.28
Due to Others (Including Acceptances)*		29,894.62	30,154.83
Due to Related Parties (Refer Note 38)		63.15	667.71
	Total	**30,195.49**	**31,021.82**

* 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.

17 Other Financial Liabilities

(₹ in Lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
Non-Current			
Other Financial Liabilities		36.76	36.48
	Total	**36.76**	**36.48**
Current			
Current Maturities of Non-current Borrowings (Refer Note 15)		3,056.97	1,174.96
Trade Deposits		1,493.46	1,382.20
Unclaimed Dividend*		2.69	1.79
Payable to Employees		738.75	711.46
Creditors for Capital Goods		0.43	1.72
	Total	**5,292.30**	**3,272.13**

* These figures do not include any such amount to be credited to Investor Education and Protection Fund (IEPF).

18 Provisions

(₹ in Lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
Non-Current			
Provision for Gratuity (Refer Note 37)		171.01	240.71
Provision for Leave Encashment		108.74	108.68
	Total	**279.75**	**349.39**
Current			
Provision for Employee Benefits			
Provision for Gratuity (Refer Note 37)		159.94	95.44
Provision for Leave Encashment		13.22	11.70
Provision for Others		240.00	276.46
	Total	**413.16**	**383.60**

19 Deferred Tax Liabilities (Net)

(₹ in Lakhs)

Particulars			As at March 31, 2021	As at March 31, 2020
(i)	Deferred Tax Liabilities		4,878.56	4,709.16
(ii)	Deferred Tax Assets		(2016.97)	2,244.89
		Total (i-ii)	**2,861.59**	**2,464.27**

19.1 Movements in Deferred Tax:

(₹ in Lakhs)

Particulars	As at April 1, 2019	Charged/ (Credited) to Profit or Loss	Charged/ (Credited) to OCI	On Account of Derecognition of Subsidiary*	As at March 31, 2020	Charged/ (Credited) to Profit or Loss	Charged/ (Credited) to OCI	On Account of Derecognition of Subsidiary*	As at March 31, 2021
Deferred Tax Liability									
Property, Plant & Equipment	4,891.65	(169.23)	-	299.12	4,423.30	259.85	-	-	4,683.15
Processing Fees	13.05	(5.06)	-	-	7.99	12.37	-	-	20.36
Right of Use Assets	-	268.05	-	-	268.05	(93.00)	-	-	175.05
Others	6.16	3.66	-	-	9.82	(9.82)	-	-	-
Sub-Total (A)	**4,910.86**	**97.42**	**-**	**299.12**	**4,709.16**	**169.40**	**-**	**-**	**4,878.56**
Deferred Tax Assets									
Provision for Employee Benefits	113.84	49.97	6.33	-	170.14	(0.37)	(7.82)	-	161.95
Amortization of Preliminary Expense	338.19	(105.16)	-	-	233.03	(83.04)	-	-	149.99
Provision for Expected Credit Loss	288.70	(25.27)	-	-	263.43	(209.91)	-	-	53.52
Unabsorbed Business Losses	258.82	135.39	-	148.09	246.12	160.57	-	-	406.69
MAT Credit	1,094.79	111.12	-	164.05	1,041.86	2.57	-	-	1,044.43
Lease Liabilities	-	283.57	-	-	283.57	(88.31)	-	-	195.26
Rent / Leases Deposit	-	6.74	-	-	6.74	(1.61)	-	-	5.13
Others	0.85	(0.29)	-	0.56	-	-	-	-	-
Sub-Total (B)	**2,095.19**	**456.07**	**6.33**	**312.70**	**2,244.89**	**(220.10)**	**(7.82)**	**-**	**2,016.97**
Deferred Tax Liabilities (Net) (A - B)	**2,815.67**	**(358.65)**	**(6.33)**	**(13.58)**	**2,464.27**	**389.50**	**7.82**	**-**	**2,861.59**

* Refer Note 44 on account of Derecognition of Subsidiary.

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

19 Deferred Tax Liabilities (Net) (Cont...)

19.2 Reconciliation of tax expenses and the profit before tax multiplied by India's tax rate: (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Profit before tax	**7,519.14**	**5,465.08**
Tax expenses at statutory tax rate of 25.17%	1,892.57	1,375.56
Expense not allowed as deduction	323.85	308.02
Expense allowed as deduction	(383.04)	(420.43)
Adjustment of tax expense relating to earlier periods	(6.57)	222.28
Tax on Income at different rates	-	(385.16)
Others	125.26	13.46
Total Tax Expense	**1,952.07**	**1,113.73**
Effective Tax Rate	**25.96%**	**20.38%**

During FY 2019-20, Some of the Subsidiaries Companies along with Holding Company elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Group has recognised provision of Income Tax for the year ended March 31, 2020 and re-measured its deferred tax assets and liabilities, basis the rate prescribed in the said section.

20 Other Current Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current		
Advance Received from Customers	1,459.83	994.94
Statutory Liabilities	887.95	425.87
Others	159.98	172.93
Total	**2,507.76**	**1,593.74**

21 Current Tax Liability (Net)

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current Tax Liabilities (Net)	325.69	115.77
Total	**325.69**	**115.77**

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

22 Revenue From Operations

(₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Revenue from Sale of Products	**1,28,612.37**	**1,21,157.51**
Other Operating Revenues		
Export Incentives	560.64	789.47
Wind Mill Power Generation	56.93	87.29
Others	-	419.20
	617.57	**1,295.96**
Total	**1,29,229.94**	**1,22,453.47**

Disaggregation of Revenue from Sale of Products

Revenue based on Geography

(₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
In India	1,07,045.11	97,132.16
Outside India	21,567.26	24,025.35
Total	**1,28,612.37**	**1,21,157.51**

Reconciliation of Revenue from Sale of Products with contract price

(₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Revenue as per contract price	1,29,043.53	1,21,564.56
Less: Discounts	(431.16)	(407.05)
Revenue from Sale of Products	**1,28,612.37**	**1,21,157.51**

23 Other Income

(₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Interest Income from:		
- Term deposits	57.51	96.35
- Others	218.48	257.31
Sub-Total (A)	**275.99**	**353.66**
Rental Income	26.16	49.24
Sub-Total (B)	**26.16**	**49.24**
Other Gains		
Profit on redemption of units of mutual funds (Net)	2.92	13.41
Gain on Account of Derecognition of Subsidiary (Refer Note 44)	-	308.40
Current Investment measured at FVPTL	13.71	5.88
Sub-Total (C)	**16.63**	**327.69**
Others	33.55	43.36
Sub-Total (D)	**33.55**	**43.36**
Total (A) + (B) + (C) +(D)	**352.33**	**773.95**

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

24 Cost of Material Consumed (₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Glaze, Frits and Chemicals & Others	19,564.16	28,419.92
Packing Materials	1,890.61	2,211.59
Semi Finished Material Consumed	-	19.85
Total	**21,454.77**	**30,651.36**

25 Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress (₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Inventories at the beginning of the year		
Finished Goods	13,324.69	14,036.98
Work-in-Progress	4,639.10	5,075.97
Stock-in-Trade	2,309.95	1,611.45
Sub-Total (A)	**20,273.74**	**20,724.40**
Inventories at the end of the year		
Finished Goods	13,952.08	13,324.69
Work-in-Progress	5,127.29	4,639.10
Stock-in-Trade	2,878.66	2,309.95
Sub-Total (B)	**21,958.03**	**20,273.74**
Inventories disposed On Account of Derecognition of Subsidiary during the year *		
Finished Goods	-	668.99
Sub-Total (C)	**-**	**668.99**
Total of Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress (A - B - C)	**(1684.29)**	**(218.33)**

* Refer Note 44 on account of Derecognition of Subsidiary.

26 Employee Benefits Expense (₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Salaries and Wages (Incl. Managerial Remuneration) (Refer Note 37)	8,667.41	10,304.73
Contribution to Provident and Other Funds	417.82	477.41
Staff Welfare Expenses	42.99	67.27
Total	**9,128.22**	**10,849.41**

27 Finance Costs (₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Interest Expenses on:		
- Term Loans	438.32	478.04
- Working Capital Facilities	2,222.85	2,568.22
- Others	525.42	579.47
Other Borrowing Costs	307.02	375.02
Total	**3,493.61**	**4,000.75**

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

28 Depreciation And Amortization Expense

(₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Depreciation Expense on Property, Plant and Equipment	2,599.43	2,781.83
Depreciation Expense on Right of Use Assets	335.39	296.08
Total	**2,934.82**	**3,077.91**

29 Power & Fuel

(₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Consumption of Gas & Fuel	7,012.55	8,307.25
Power Expense	3,622.96	4,700.43
Total	**10,635.51**	**13,007.68**

30 Other Expenses

(₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Consumption of Stores & Spares	1,897.89	2,698.13
Other Manufacturing Expense	1,015.85	1,319.58
Rent, Rates & Taxes	602.74	575.24
Repairs & Maintenance		
- To Plant & Machineries	146.85	129.32
- To Buildings	29.73	32.02
- To Vehicles	32.32	29.56
- To Others	94.31	107.35
Communication Expenses	116.10	142.67
Printing & Stationery	13.63	25.10
Legal & Professional	244.52	253.56
Auditor's Remuneration (Refer Note 31)	24.24	26.33
Directors' Sitting Fees	7.35	6.40
Directors' Travelling	2.61	10.93
Travelling & Conveyance	689.16	1,309.64
Advertisement Expenses	665.97	1,579.78
Other Selling & Distribution Expenses	1,293.71	1,768.36
Freight & Forwarding Charges	4,363.19	3,307.12
Allowance for Expected Credit Loss	159.87	175.09
Sundry Balance Written off	17.30	(34.27)
Donation	7.67	8.82
Loss on Sale of Property, Plant & Equipment (Net)	45.55	4.54
Corporate Social Responsibility (Refer Note 33)	99.06	108.25
Miscellaneous Expenses	192.07	293.55
Net Foreign Exchange Loss / (Gain)	(94.31)	(542.90)
Total	**11,667.38**	**13,334.17**

31 Payment to Auditors (Excluding Taxes)

(₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Statutory Audit Fees	16.70	18.05
Certification Fees and Other Services	7.54	8.28
Total	**24.24**	**26.33**

32 Fair Value Measurements

a) Accounting classification and fair values

As at March 31, 2021 **(₹ in Lakhs)**

Particulars	Carrying Value				Fair Value			
	At Cost	At FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Investments (Note b i)	2,677.13	1,950.40	-	4,627.53	1,950.40	-	-	1,950.40
Loans	-	-	1,528.43	1,528.43	-	-	-	-
Trade Receivables	-	-	42,028.49	42,028.49	-	-	-	-
Cash and Cash Equivalents	-	-	1,461.33	1,461.33	-	-	-	-
Other Bank Balances	-	-	389.91	389.91	-	-	-	-
Other Financial Assets	-	-	1,348.18	1,348.18	-	-	-	-
Total Financial Assets	**2,677.13**	**1,950.40**	**46,756.33**	**51,383.87**	**1,950.40**	**-**	**-**	**1,950.40**
Borrowings (Incl. Current Maturities)	-	-	28,559.36	28,559.36	-	-	-	-
Lease Liabilities (Incl. Current Lease Liabilities)	-	-	892.34	892.34	-	-	-	-
Trade Payables	-	-	30,195.48	30,195.48	-	-	-	-
Other Financial Liabilities	-	-	2,235.33	2,235.33	-	-	-	-
Total Financial Liabilities	**-**	**-**	**61,882.51**	**61,882.51**	**-**	**-**	**-**	**-**

As at March 31, 2020 **(₹ in Lakhs)**

Particulars	Carrying Value				Fair Value			
	At Cost	At FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Investments (Note b i)	2,484.22	495.85	-	2,980.07	495.85	-	-	495.85
Loans	-	-	924.98	924.98	-	-	-	-
Trade Receivables	-	-	37,425.41	37,425.41	-	-	-	-
Cash and Cash Equivalents	-	-	289.63	289.63	-	-	-	-
Other Bank Balances	-	-	1,027.41	1,027.41	-	-	-	-
Other Financial Assets	-	-	2,488.76	2,488.76	-	-	-	-
Total Financial Assets	**2,484.22**	**495.85**	**42,156.19**	**45,136.26**	**495.85**	**-**	**-**	**495.85**
Borrowings (Incl. Current Maturities)	-	-	32,065.15	32,065.15	-	-	-	-
Lease Liabilities (Incl. Current Lease Liabilities)	-	-	1,126.64	1,126.64	-	-	-	-
Trade Payables	-	-	31,021.82	31,021.82	-	-	-	-
Other Financial Liabilities	-	-	2,097.17	2,097.17	-	-	-	-
Total Financial Liabilities	**-**	**-**	**66,310.79**	**66,310.79**	**-**	**-**	**-**	**-**

b) Measurement of fair values:

(i) Investments in Associate and Joint Venture:

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.

33 Corporate Social Responsibility Expenditure

As per Section 135 of the Companies Act, 2013, the group has spent required amount of ₹ 99.06 Lakhs (2019-20: ₹ 108.25 Lakhs) during the current financial year. The details of amount spent are as under:

(₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Education	97.35	106.90
Others	1.71	1.35
Total	**99.06**	**108.25**

34 Earnings Per Share

Particulars	Units	Year ended March 31, 2021	Year ended March 31, 2020
Basic & Diluted Earning Per Share (EPS)			
(a) Profit attributable to equity shareholders of the Group	(₹ in Lakhs)	5,700.05	4,218.00
(b) Weighted average number of equity shares	(in Nos.)	340,54,446	300,87,446
(c) Earning per Share (Basic and Diluted)	₹	18.57	14.02
(d) Face value per Share	₹	10.00	10.00

35 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%

35 Financial Risk Management (Cont…)

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, 2021 and March 31, 2020.

(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's seeks to mitigate such risk by maintaining an adequate proportion of floating and fixed interest rate borrowings. As at March 31, 2021, approximately 25.87% of the Group's borrowings and other financial liabilities are at fixed rate (March 31, 2020 : 22.48%). 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:

(₹ in Lakhs)

	As at March 31, 2021	As at March 31, 2020
Fixed-rate instruments		
Financial Assets	2,164.93	1,941.01
Financial Liabilities	7,769.65	7,512.45
Variable-rate instruments		
Financial Assets	-	-
Financial Liabilities	22,258.17	25,910.00

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 **(₹ in Lakhs)**

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Increase in 100 basis points	(166.56)	(193.88)
Decrease in 100 basis points	166.56	193.88

35 Financial Risk Management (Cont…)

(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 Groups 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:

(Amount in FCY)

Particulars	March 31, 2021		March 31, 2020	
	USD	EUR	USD	EUR
Financial Assets				
Trade receivables	42,91,375	-	46,69,539	-
Other Bank Balances	7,22,348	-	1,86,129	-
Total (A)	**50,13,723**	**-**	**48,55,668**	**-**
Financial Liabilities				
Trade payables	6,01,336	3,22,512	4,77,967	3,17,968
Other Financial Liabilities	5,21,000		-	28,019
Total (B)	**11,22,336**	**3,22,512**	**4,77,967**	**3,45,987**
Net exposure to foreign currency (A-B)	**38,91,387**	**(3,22,512)**	**43,77,701**	**(3,45,987)**

The following significant exchange rates have been applied during the year.

Particulars	Average rate		Year-end spot rate	
	Year Ended March 31, 2021	Year Ended March 31, 2020	As at March 31, 2021	As at March 31, 2020
USD 1	74.45	72.28	73.50	75.39
EUR 1	84.58	80.38	86.10	83.05

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.

(₹ 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, 2021						
Strengthening	5%	144.85	108.39	5%	(13.64)	(10.21)
Weakening		(144.85)	(108.39)		13.64	10.21
March 31, 2020						
Strengthening	5%	158.21	118.39	5%	(13.91)	(10.41)
Weakening		(158.21)	(118.39)		13.91	10.41

35 Financial Risk Management (Cont…)

(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.

The Group has used practical expedient by computing the expected credit loss allowance for doubtful trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking estimates. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates used in the provision matrix. In calculating expected credit loss, the Group has also considered credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19.

Reconciliation of loss allowance provision – Trade receivables **(₹ in Lakhs)**

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
Opening provision	907.80	732.71
Add: Additional provision made	159.87	175.09
Less: Provision write off	(947.7)	-
Closing provisions	**119.97**	**907.80**

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.

35 Financial Risk Management (Cont…)

(₹ in Lakhs)

Particulars	Carrying amount	Less than 12 months	More than 12 months	Total
As at March 31, 2021				
Financial Liabilities				
Borrowings (Incl. Current Maturities)	28,559.36	17,508.76	11,050.60	28,559.36
Lease Liabilities (Incl. Current Lease Liabilities)	892.34	201.05	691.29	892.34
Trade Payables	30,195.48	30,195.48	-	30,195.48
Other Financial Liabilities	2,235.33	2,235.33	-	2,235.33
Total	**61,882.51**	**50,140.62**	**11,741.89**	**61,882.51**
As at March 31, 2020				
Financial Liabilities				
Borrowings (Incl. Current Maturities)	32,065.15	23,978.57	8,086.58	32,065.15
Lease Liabilities (Incl. Current Lease Liabilities)	1,126.64	312.37	814.27	1,126.64
Trade Payables	31,021.82	31,021.82	-	31,021.82
Other Financial Liabilities	2,097.17	2,097.17	-	2,097.17
Total	**66,310.78**	**57,409.93**	**8,900.85**	**66,310.78**

36 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.

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Interest-bearing Borrowings (Incl. Current Maturity)(Note 15)	28,534.36	32,040.25
Less: Cash and Bank Balances (Note 12)	(1,851.24)	(1,317.04)
Adjusted Net Debt	**26,683.12**	**30,723.21**
Equity Share Capital (Note 13)	3,405.44	3,008.74
Other Equity (Note 14)	59,192.36	48,727.07
Total Equity	**62,597.80**	**51,735.81**
Adjusted net debt to total equity ratio	**0.43**	**0.59**

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, 2021 and March 31, 2020.

37 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: **(₹ in Lakhs)**

Particulars		Year ended March 31, 2021	Year ended March 31, 2020
Contribution to Provident Fund		273.91	324.27
	Total	**273.91**	**324.27**

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.

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, 2021 and March 31, 2020.

(i) Reconciliation in present value of defined benefit obligation: **(₹ in Lakhs)**

Particulars	As at March 31, 2021	As at March 31, 2020
Defined benefit obligations as at beginning of the year	584.81	482.31
Current service cost	112.33	118.40
Interest cost	18.18	9.45
Actuarial (Gains)/Losses	(32.21)	23.53
Benefits paid	(52.16)	(48.88)
Defined benefit obligations as at end of the year	**630.95**	**584.81**

37 Employee benefits (Cont…)

(ii) Reconciliation change in fair value of plan assets: (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Fair Value of Plan Assets at the beginning of the year	248.66	222.94
Interest Income	6.97	5.88
Contribution by Employer	103.20	77.92
Benefits paid from the fund	(52.16)	(48.88)
Return on Plan Assets, Excluding Interest Income	(6.68)	(9.20)
Fair Value of Plan Assets at the end of the year	**299.99**	**248.66**

(iii) Amount recognised in balance sheet (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
PVO at the end of year	630.95	584.81
Fair value of planned assets at the end of year	(299.99)	(248.66)
Net Liability recognised in the balance sheet	**330.95**	**336.15**

(iv) Amount recognised in Statement of Profit and Loss: (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Current service cost	112.33	118.40
Interest cost	18.18	9.45
Expense recognised	**130.51**	**127.85**

(v) Amount recognised in Other Comprehensive Income: (₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Total Actuarial (Gains)/ Losses	(32.51)	26.86

(vi) Principal assumptions used in determining defined benefit obligations for the Group (₹ in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Discount rate (Per Annum)	5%-7.64%	5%-7.64%
Salary escalation rate (Per Annum)	4%-6%	4%-6%
Mortality Rate [as % of Indian Assured Lives Mortality (IALM) (2006-08)	IALM (2006-08) Rates	
Normal Retirement Age (In Years)	58	58
Average Future Service (In Years)	8-22	8-22

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.

37 Employee benefits (Cont...)

Additional Disclosure Items

(vii) Category of Assets (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Insurance Fund	324.42	250.12

(viii) Expected Cash flow of Maturity Profile for following years of Defined Benefit (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
1 Year	59.01	53.48
Between 2 to 5 Year	169.86	146.72
Between 6 to 10 Year	278.78	258.55
Beyond 10 Years	744.85	690.86

(ix) Sensitivity analysis (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Under Base Scenario		
Salary Escalation - Up by 1 %	54.66	51.42
Salary Escalation - Down by 1%	(48.82)	(45.46)
Withdrawal Rates - Up by 1%	7.33	6.63
Withdrawal Rates - Down by 1 %	(8.53)	(7.79)
Discount Rates - Up by 1 %	(48.22)	(44.56)
Discount Rates - Down by 1 %	55.45	51.45

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, 2021	As at March 31, 2020
Provisions	**18**		
Non Current		171.01	240.71
Current		159.94	95.44

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

38 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 Mill Limited

(ii) Key Management Personnel (KMP)

Name	Designation
Kamleshbhai Bhagubhai Patel	Chairman & Managing Director
Mukeshbhai Jivabhai Patel	Managing Director
Sureshbhai Jivabhai Patel	Director
Bhogibhai Bhikhabhai Patel	Director
Kanubhai Bhikhabhai Patel	Director
Bhaveshbhai Vinodbhai Patel	Director
CA Amarendra Kumar Gupta	Chief Financial Officer
Dr Dhruti Trivedi (From November 11, 2020)	Company Secretary
Renuka A Upadhyay (Till October 31, 2020)	Company Secretary

(iii) Independent Directors

Amrutlal Ishwerlal Patel	Hemendrakumar Chamanlal Shah
Late Premjibhai Ramjibhai Chaudhari	Mukesh Mahendrabhai Shah
Indira Nityanandam	Dipti Atulbhai Mehta

(iv) Relatives of Key Management Personnel (KMP)

Hinaben Kamleshbhai Patel	Zalakben Hirenbhai 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
Hirenbhai Sureshbhai Patel	Dimpalben Bhogibhai Patel

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

38 Related Party Disclosures (Cont…)

(v) Enterprises over which KMP and/or their relatives having significant influence

Affil Vitrified Private Limited
AGL Developers
Aryan Buildspace LLP
AGL Infrastructure Private Limited
AGL Infrabuild Private Limited
Asian Institute of Technology

(vi) Post employment benefit plan

Asian Granito India Limited Employees Group Gratuity Fund

(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.

(c) Transactions with key management personnel

Compensation of key management personnel of the Group

(₹ in Lakhs)

Particulars	**Year Ended March 31, 2021**	**Year Ended March 31, 2020**
Kamleshbhai Bhagubhai Patel	45.32	43.58
Mukeshbhai Jivabhai Patel	36.79	35.42
Sureshbhai Jivabhai Patel	32.36	29.64
Bhaveshbhai Vinodbhai Patel	21.07	21.14
Kanubhai Bhikhabhai Patel	23.77	23.30
Bhogibhai Bhikhabhai Patel	16.63	15.87
Kalidasbhai Jivabhai Patel (Till November 12, 2019)	-	9.04
CA Amarendra Kumar Gupta (From November 15, 2019)	35.46	15.22
Renuka A Upadhyay (Till October 31, 2020)	7.59	15.58
Dr Dhruti Trivedi (From November 11, 2020)	3.30	-
Total compensation paid to key management personnel	**222.29**	**208.79**

38 Related party disclosures (Cont...)

The following table summarizes related-party transactions and balances for the year ended/as at March 31, 2021 and March 31, 2020

(₹ in Lakhs)

Particulars	Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Purchase of Products	-	-	78.86	3.33	1,862.64	4,970.21	27.42	37.01
Sale of Products	-	-	-	-	31.22	-	-	-
Interest Paid	-	-	-	-	65.82	24.93	10.80	10.80
Quality Complain	-	-	-	-	-	6.55	-	-
Interest Received	-	-	-	-	20.16	9.07	-	-
Rent Received	-	-	-	-	-	-	-	9.95
Rent Paid	-	-	-	-	15.95	15.67	9.19	0.29
Loan Given	-	-	-	-	4.00	11.00	-	-
Loan Taken	-	-	-	-	325.00	900.00	200.00	-
Loan Repaid	-	-	-	-	-	-	456.50	156.76
Loan Recovered	-	-	-	-	63.00	30.00	-	-
Deposit Given & Recovered	-	-	-	-	-	-	-	2.76
Reimbursement of (Expense) / Income	-	-	-	-	(0.46)	0.35	-	-
Disinvestment	-	941.65	-	-	-	-	-	-
Director's Remuneration	-	-	-	-	-	-	179.76	168.95
Director Sitting Fee	-	-	-	-	-	-	5.85	5.10
Employee Benefit Expense	-	-	-	-	-	-	191.35	205.10
Corporate Social Responsibility	-	-	-	-	63.33	66.87	-	-
Contribution to Gratuity Fund	-	-	-	-	103.20	77.80	-	-
Preferential Share Amount Received	-	-	-	-	-	-	3,195.45	1,125.00
Outstanding Balances								
Trade Payable	-	-	20.93	-	20.07	615.12	22.15	52.59
Trade Receivable	-	-	-	-	-	2.28	-	-
Advance to Vendor	-	-	-	-	571.83	-	-	-
Deposit	-	-	-	-	-	-	2.76	2.76
Investment **(Refer Note 6)**	-	-	2,603.78	2,410.87	-	-	-	-
Loan Given	-	-	-	-	165.75	206.10	-	-
Loan Taken	-	-	-	-	1,862.25	1,359.99	468.96	760.08
Guarantee Given	-	-	-	-	-	4,280.00	-	-

38 Related party disclosures (Cont...)

The following table summarizes related-party transactions and balances for the year ended/as at March 31, 2021 and March 31, 2020

(₹ in Lakhs)

Particulars	Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Transactions During the Period								
Purchase of Material / Finished Goods								
Astron Paper & Board Mill Limited	-	-	78.86	3.33	-	-	-	-
Affil Vitrified Private Limited	-	-	-	-	1,862.64	4,970.21	-	-
Kamleshbhai Bhagubhai Patel	-	-	-	-	-	-	-	4.83
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	-	3.27
Bhaveshbhai Vinodbhai Patel							6.66	-
Vinodbhai Lalabhai Patel							8.83	-
Vipulbhai Vinodbhai Patel							11.93	-
Bhanuben Mukeshbhai Patel	-	-	-	-	-	-	-	7.02
Hinaben Kamleshbhai Patel	-	-	-	-	-	-	-	4.87
Dhuliben Jivabhai Patel	-	-	-	-	-	-	-	0.20
Bhagubhai Punjabhai Patel	-	-	-	-	-	-	-	6.85
Shaunakbhai Mukeshbhai Patel	-	-	-	-	-	-	-	9.97
	-	**-**	**78.86**	**3.33**	**1,862.64**	**4,970.21**	**27.42**	**37.01**
Sale of Products								
Affil Vitrified Private Limited	-	-	-	-	31.22	-	-	-
	-	**-**	**-**	**-**	**31.22**	**-**	**-**	**-**
Interest Paid								
Shaunakbhai Mukeshbhai Patel	-	-	-	-	-	-	10.80	10.80
AGL Infrastructure Private Limited	-	-	-	-	10.47	-	-	-
Affil Vitrified Private Limited	-	-	-	-	55.35	24.93	-	-
	-	**-**	**-**	**-**	**65.82**	**24.93**	**10.80**	**10.80**
Quality Complain								
Affil Vitrified Private Limited	-	-	-	-	-	6.55	-	-
	-	**-**	**-**	**-**	**-**	**6.55**	**-**	**-**
Interest Received								
AGL Infrastructure Private Limited	-	-	-	-	7.97	9.07	-	-
Asian Institute of Technology	-	-	-	-	12.19	-	-	-
	-	**-**	**-**	**-**	**20.16**	**9.07**	**-**	**-**

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

38 Related party disclosures (Cont...)

The following table summarizes related-party transactions and balances for the year ended/as at March 31, 2021 and March 31, 2020

(₹ in Lakhs)

Particulars	Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Rent Received								
Others	-	-	-	-	-	-	-	9.95
	-	**-**	**-**	**-**	**-**	**-**	**-**	**9.95**
Rent Paid								
AGL Infrastructure Private Limited	-	-	-	-	15.95	15.67	-	-
Others	-	-	-	-	-	-	9.19	0.29
	-	**-**	**-**	**-**	**15.95**	**15.67**	**9.19**	**0.29**
Loan Given								
AGL Infrastructure Private Limited	-	-	-	-	-	11.00	-	-
Asian Institute of Technology	-	-	-	-	4.00	-	-	-
	-	**-**	**-**	**-**	**4.00**	**11.00**	**-**	**-**
Loan Taken								
AGL Infrastructure Private Limited	-	-	-	-	325.00	-	-	-
Affil Vitrified Private Limited	-	-	-	-	-	900.00	-	-
Vipulbhai Vinodbhai Patel	-	-	-	-	-	-	150.00	-
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	50.00	-
	-	**-**	**-**	**-**	**325.00**	**900.00**	**200.00**	**-**
Loan Repaid								
Kamleshbhai Bhagubhai Patel	-	-	-	-	-	-	-	10.00
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	25.00	9.00
Bhaveshbhai Vinodbhai Patel	-	-	-	-	-	-	-	38.33
Vipulbhai Vinodbhai Patel	-	-	-	-	-	-	431.50	62.73
Kanubhai Bhikhabhai Patel	-	-	-	-	-	-	-	36.70
	-	**-**	**-**	**-**	**-**	**-**	**456.50**	**156.76**
Loan Recovered								
AGL Infrastructure Private Limited	-	-	-	-	15.50	30.00	-	-
Asian Institute of Technology	-	-	-	-	47.50	-	-	-
	-	**-**	**-**	**-**	**63.00**	**30.00**	**-**	**-**

38 Related party disclosures (Cont...)

The following table summarizes related-party transactions and balances for the year ended/as at March 31, 2021 and March 31, 2020

(₹ in Lakhs)

Particulars	Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Deposit Given & Recovered								
Shaliniben Shaunak Patel	-	-	-	-	-	-	-	1.38
Hinaben Kamleshbhai Patel	-	-	-	-	-	-	-	1.38
	-	**-**	**-**	**-**	**-**	**-**	**-**	**2.76**
Reimbursement of (Expense) / Income								
Affil Vitrified Private Limited	-	-	-	-	(0.46)	0.35	-	-
	-	**-**	**-**	**-**	**(0.46)**	**0.35**	**-**	**-**
Disinvestment								
Panariagroup India Industrie Ceramiche Private Limited (Formerly known as AGL Panaria Private Limited)	-	941.65	-	-	-	-	-	-
	-	**941.65**	**-**	**-**	**-**	**-**	**-**	**-**
Director's Remuneration								
Kamleshbhai Bhagubhai Patel	-	-	-	-	-	-	45.88	43.58
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	37.82	35.42
Sureshbhai Jivabhai Patel	-	-	-	-	-	-	33.39	29.64
Bhaveshbhai Vinodbhai Patel	-	-	-	-	-	-	21.42	21.14
Kanubhai Bhikhabhai Patel	-	-	-	-	-	-	24.26	23.30
Bhogibhai Bhikhabhai Patel	-	-	-	-	-	-	16.99	15.87
	-	**-**	**-**	**-**	**-**	**-**	**179.76**	**168.95**
Director Sitting Fee								
Amrutlal Ishwerlal Patel	-	-	-	-	-	-	0.50	0.30
Late Premjibhai Ramjibhai Chaudhari	-	-	-	-	-	-	1.00	1.00
Indira Nityanandam	-	-	-	-	-	-	0.10	0.30
Hemendrakumar Chamanlal Shah	-	-	-	-	-	-	1.75	1.75
Mukesh Mahendrabhai Shah	-	-	-	-	-	-	1.25	0.75
Dipti Atulbhai Mehta	-	-	-	-	-	-	1.25	1.00
	-	**-**	**-**	**-**	**-**	**-**	**5.85**	**5.10**
Employee Benefit Expense								
Others	-	-	-	-	-	-	191.35	205.10
	-	**-**	**-**	**-**	**-**	**-**	**191.35**	**205.10**

38 Related party disclosures (Cont...)

The following table summarizes related-party transactions and balances for the year ended/as at March 31, 2021 and March 31, 2020

(₹ in Lakhs)

Particulars	Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Corporate Social Responsibility								
Asian Institute of Technology	-	-	-	-	63.33	66.87	-	-
	-	**-**	**-**	**-**	**63.33**	**66.87**	**-**	**-**
Contribution to Gratuity Fund								
Asian Granito India Limited Employees Group Gratuity Fund	-	-	-	-	103.20	77.80	-	-
	-	**-**	**-**	**-**	**103.20**	**77.80**	**-**	**-**
Preferential Share Amount Received								
Others	-	-	-	-	-	-	3,195.45	1,125.00
	-	**-**	**-**	**-**	**-**	**-**	**3,195.45**	**1,125.00**
Balances as at year end								
Trade Payable								
AGL Infrastructure Private Limited	-	-	-	-	-	4.17	-	-
Astron Paper and Board Mills Limited	-	-	20.93	-	-	-	-	-
Affil Vitrified Private Limited	-	-	-	-	20.07	588.98	-	-
AGL Developers	-	-	-	-	-	21.97	-	-
Bhaveshbhai Vinodbhai Patel	-	-	-	-	-	-	6.14	-
Vinodbhai Lalabhai Patel	-	-	-	-	-	-	11.88	-
Vipulbhai Vinodbhai Patel	-	-	-	-	-	-	4.13	-
Kamleshbhai Bhagubhai Patel	-	-	-	-	-	-	-	8.16
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	-	5.95
Bhanuben Mukeshbhai Patel	-	-	-	-	-	-	-	8.93
Hinaben Kamleshbhai Patel	-	-	-	-	-	-	-	7.32
Bhagubhai Punjabhai Patel	-	-	-	-	-	-	-	8.14
Shaunakbhai Mukeshbhai Patel	-	-	-	-	-	-	-	10.07
Dhuliben Jivabhai Patel	-	-	-	-	-	-	-	4.02
	-	**-**	**20.93**	**-**	**20.07**	**615.12**	**22.15**	**52.59**
Trade Receivable								
Affil Vitrified Private Limited	-	-	-	-	-	2.28	-	-
	-	**-**	**-**	**-**	**-**	**2.28**	**-**	**-**
Advance to Vendor								
Affil Vitrified Private Limited	-	-	-	-	571.83	-	-	-
	-	**-**	**-**	**-**	**571.83**	**-**	**-**	**-**

38 Related party disclosures (Cont...)

The following table summarizes related-party transactions and balances for the year ended/as at March 31, 2021 and March 31, 2020

(₹ in Lakhs)

Particulars	Joint Ventures		Associate		KMP and/or their relatives having Significant Influence and others		KMP / Relatives of KMP	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Deposit								
Shaliniben Shaunak Patel	-	-	-	-	-	-	1.38	1.38
Hinaben Kamleshbhai Patel	-	-	-	-	-	-	1.38	1.38
	-	**-**	**-**	**-**	**-**	**-**	**2.76**	**2.76**
Loan Given								
AGL Infrastructure Private Limited	-	-	-	-	61.54	69.66	-	-
Asian Institute of Technology					104.21	136.44		
	-	**-**	**-**	**-**	**165.75**	**206.10**	**-**	**-**
Loan Taken								
Kamleshbhai Bhagubhai Patel	-	-	-	-	-	-	-	18.50
Mukeshbhai Jivabhai Patel	-	-	-	-	-	-	25.00	6.40
ShaunakKumar Mukeshbhai Patel	-	-	-	-	-	-	120.00	129.72
Vipulbhai Vinodbhai Patel	-	-	-	-	-	-	323.96	605.46
AGL Infrastructure Private Limited	-	-	-	-	888.61	437.55	-	-
Affil Vitrified Private Limited	-	-	-	-	973.64	922.44	-	-
	-	**-**	**-**	**-**	**1,862.25**	**1,359.99**	**468.96**	**760.08**
Guarantees Given								
Camrola Quartz Limited	-	-	-	-	-	4,280.00	-	-
	-	**-**	**-**	**-**	**-**	**4,280.00**	**-**	**-**

39 Contingent Liabilities and Commitments

I. Contingent liabilities **(₹ in Lakhs)**

Particulars		**As at March 31, 2021**	**As at March 31, 2020**
(a)	Claims against the Group not acknowledged as debts comprise of		
	i) In respect of Pending Income Tax Demands	1,890.50	1,027.04
	ii) In respect of Pending Sales Tax Demands	4,336.69	1,289.40
	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 Custom Duty claim by DRI	473.51	-
	vi) In respect of Pending Consumer/Legal Cases	72.00	41.57
	vii) Others	114.23	114.23
(b)	Bank guarantees for Performance, Earnest Money & Security Deposits	3,273.15	3,661.39
(c)	Duty on Machinery Imported under EPCG Scheme	133.28	286.01
(d)	Corporate Guarantees	14,315.00	20,880.00
	Total	**27,017.37**	**29,708.65**

II. Commitments **(₹ in Lakhs)**

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
Letter of Credit Opened with Banks	338.07	348.64
Total	**338.07**	**348.64**

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.

40 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:

(₹ in Lakhs)

	Particulars	**As at March 31, 2021**	**As at March 31, 2020**
1	the principal amount and the interest due thereon remaining unpaid to any supplier at the end of the year	237.72	199.28
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	1.74	4.36
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	-	-

41 Leases

A. Operating lease commitments - Group as lessee

The Group's lease asset classes primarily consist of leases for Office & Other Building. The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2021 and March 31, 2020

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Right of Use Assets (Refer Note 3)	794.83	1,064.96
Total	**794.83**	**1,064.96**

The following is the movement in lease liabilities during the year ended March 31, 2021 and March 31, 2020

(₹ in Lakhs)

	Particulars	As at March 31, 2021	As at March 31, 2020
(i)	Recognition on adoption of Ind AS 116	-	1,361.06
(ii)	Opening Lease Liabilities	1,126.64	-
(iii)	Additions during the year	273.48	-
(iv)	Finance cost accrued during the year	102.71	97.17
(v)	Payment of lease liabilities	(299.05)	(331.59)
(vi)	Rent concession on Lease Rentals	(87.38)	-
(vii)	Sale of Lease Liabilities	(224.06)	-
	Total	**892.34**	**1,126.64**

41 Leases (Cont...)

The following is the break-up of current and non-current lease liabilities as at March 31, 2021 and March 31, 2020

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(Measured at amortised cost, Refer Note 31)		
(i) Non-current lease liabilities	691.29	814.27
(ii) Current lease liabilities	201.05	312.37
Total	**892.34**	**1,126.64**

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2021 and March 31, 2020 on discounted basis

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(i) Not later than a year	201.05	312.37
(ii) Later than a year but not later than five years	515.60	673.16
(iii) More than five years	175.69	141.11

The following impact have been given in profit and loss of Ind AS 116 - Leases

(₹ in Lakhs)

Changes [Increase / (decrease)]	Year ended March 31, 2021	Year ended March 31, 2020
(i) Depreciation and Amortisation	335.39	296.08
(ii) Finance Cost (Net)	97.15	123.94
(iii) Lease Rent Cost	(299.05)	(331.59)
(iv) Ind As 116 Lease Concession	87.38	-
(v) Profit / (Loss) on Sale of Lease Asset	15.81	-
Profit before tax	**236.68**	**88.43**

B. Operating lease commitments - Group as lessor

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.

42 Segment Information

The Group has only one reportable segment viz, Tiles & Marbles as per Ind As 108 - Operating Segment.

Entity Wide Disclosure

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current Operating Assets:		
In India	49,426.56	48,678.42
Outside India	-	-
Total	**49,426.56**	**48,678.42**

Geographic Information

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Revenue from external customers:		
In India	1,07,045.12	97,132.16
Outside India	21,567.26	24,025.35
Total	**1,28,612.37**	**1,21,157.51**

43 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, 2021	Ownership as at March 31, 2020
1	AGL Industries Limited	Subsidiary	India	100.00%	100.00%
2	Amazoone Ceramics Limited	Subsidiary	India	95.32%	95.32%
3	AGL Global Trade Private Limited	Subsidiary	India	100.00%	-
4	Powergrace Industries Limited	Step Subsidiary	India	100.00%	100.00%
5	Crystal Ceramic Industries Private Limited	Subsidiary	India	70.00%	70.00%

44 The Holding Company has entered in to Joint Venture cum Shareholders Agreement with Paramshree Granito Private Limited, where by the Holding Company was holding 51% of Shares in Camrola Quartz Limited vide agreement dated January 15, 2018. The Board of the Company has approved the termination of Joint Venture cum Shareholders Agreement in its meeting held on February 13, 2020.

Accordingly the Joint Venture cum Shareholders Agreement was terminated and sale of shares Agreement was done by the Holding Company on March 18, 2020 and the transfer of shares also took place on March 18, 2020. So Financials of Camrola Quartz Limited have been considered till the date of March 18, 2020 in consolidation of books of accounts.

45 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

46 The Holding Company has incorporated Wholly owned subsidiary named AGL Global Trade Private Limited for trading business on March 17, 2020. The Holding Company has subscribed its equity share capital of 10,000 equity shares of ₹ 10 each on August 25, 2020 amounting to ₹ 1.00 Lakh.

47 COVID-19 is the infectious disease caused by the most recently discovered coronavirus, SARS-CoV-2. In March 2020, the WHO declared COVID-19 a pandemic. The Group has adopted measures to curb the spread of infection in order to protect the health of the employees and ensure business continuity with minimal disruption.

In assessing the recoverability of receivables and other financials assets, the Group has considered internal and external information upto the date of approval of these consolidated financial statements. The impact of the global health pandemic may be different from that of estimated as at the date of approval of these consolidated financial statements and the Group will continue to closely monitor any material changes to future economic conditions.

48 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.

49 Balance of Trade receivables, Trade payables, loans and advances are subject to confirmation from the respective parties.

50 The figures pertaining to previous periods have been regrouped and restated wherever necessary, to make them comparable.

39 Contingent Liabilities and Commitments

I. Contingent liabilities (₹ in Lakhs)

Particulars		As at March 31, 2021	As at March 31, 2020
(a)	Claims against the Group not acknowledged as debts comprise of		
	i) In respect of Pending Income Tax Demands	1,890.50	1,027.04
	ii) In respect of Pending Sales Tax Demands	4,336.69	1,289.40
	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 Custom Duty claim by DRI	473.51	-
	vi) In respect of Pending Consumer/Legal Cases	72.00	41.57
	vii) Others	114.23	114.23
(b)	Bank guarantees for Performance, Earnest Money & Security Deposits	3,273.15	3,661.39
(c)	Duty on Machinery Imported under EPCG Scheme	133.28	286.01
(d)	Corporate Guarantees	14,315.00	20,880.00
	Total	**27,017.37**	**29,708.65**

II. Commitments (₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Letter of Credit Opened with Banks	338.07	348.64
Total	**338.07**	**348.64**

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.

40 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:

(₹ in Lakhs)

	Particulars	As at March 31, 2021	As at March 31, 2020
1	the principal amount and the interest due thereon remaining unpaid to any supplier at the end of the year	237.72	199.28
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	1.74	4.36
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	-	-

41 Leases

A. Operating lease commitments - Group as lessee

The Group's lease asset classes primarily consist of leases for Office & Other Building. The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2021 and March 31, 2020

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Right of Use Assets (Refer Note 3)	794.83	1,064.96
Total	**794.83**	**1,064.96**

The following is the movement in lease liabilities during the year ended March 31, 2021 and March 31, 2020

(₹ in Lakhs)

	Particulars	As at March 31, 2021	As at March 31, 2020
(i)	Recognition on adoption of Ind AS 116	-	1,361.06
(ii)	Opening Lease Liabilities	1,126.64	-
(iii)	Additions during the year	273.48	-
(iv)	Finance cost accrued during the year	102.71	97.17
(v)	Payment of lease liabilities	(299.05)	(331.59)
(vi)	Rent concession on Lease Rentals	(87.38)	-
(vii)	Sale of Lease Liabilities	(224.06)	-
	Total	**892.34**	**1,126.64**

41 Leases (Cont...)

The following is the break-up of current and non-current lease liabilities as at March 31, 2021 and March 31, 2020

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(Measured at amortised cost, Refer Note 31)		
(i) Non-current lease liabilities	691.29	814.27
(ii) Current lease liabilities	201.05	312.37
Total	**892.34**	**1,126.64**

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2021 and March 31, 2020 on discounted basis

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
(i) Not later than a year	201.05	312.37
(ii) Later than a year but not later than five years	515.60	673.16
(iii) More than five years	175.69	141.11

The following impact have been given in profit and loss of Ind AS 116 - Leases

(₹ in Lakhs)

Changes [Increase / (decrease)]	Year ended March 31, 2021	Year ended March 31, 2020
(i) Depreciation and Amortisation	335.39	296.08
(ii) Finance Cost (Net)	97.15	123.94
(iii) Lease Rent Cost	(299.05)	(331.59)
(iv) Ind As 116 Lease Concession	87.38	-
(v) Profit / (Loss) on Sale of Lease Asset	15.81	-
Profit before tax	**236.68**	**88.43**

B. Operating lease commitments - Group as lessor

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.

42 Segment Information

The Group has only one reportable segment viz, Tiles & Marbles as per Ind As 108 - Operating Segment.

Entity Wide Disclosure

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current Operating Assets:		
In India	49,426.56	48,678.42
Outside India	-	-
Total	**49,426.56**	**48,678.42**

Geographic Information

(₹ in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Revenue from external customers:		
In India	1,07,045.11	97,132.16
Outside India	21,567.26	24,025.35
Total	**1,28,612.37**	**1,21,157.51**

43 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, 2021	March 31, 2020
1	AGL Industries Limited	Subsidiary	India	100.00%	100.00%
2	Amazoone Ceramics Limited	Subsidiary	India	95.32%	95.32%
3	AGL Global Trade Private Limited	Subsidiary	India	100.00%	-
4	Powergrace Industries Limited	Step Subsidiary	India	100.00%	100.00%
5	Crystal Ceramic Industries Private Limited	Subsidiary	India	70.00%	70.00%

44 The Holding Company has entered in to Joint Venture cum Shareholders Agreement with Paramshree Granito Private Limited, where by the Holding Company was holding 51% of Shares in Camrola Quartz Limited vide agreement dated January 15, 2018. The Board of the Company has approved the termination of Joint Venture cum Shareholders Agreement in its meeting held on February 13, 2020.
Accordingly the Joint Venture cum Shareholders Agreement was terminated and sale of shares Agreement was done by the Holding Company on March 18, 2020 and the transfer of shares also took place on March 18, 2020. So Financials of Camrola Quartz Limited have been considered till the date of March 18, 2020 in consolidation of books of accounts.

45 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

46 The Holding Company has incorporated Wholly owned subsidiary named AGL Global Trade Private Limited for trading business on March 17, 2020. The Holding Company has subscribed its equity share capital of 10,000 equity shares of ₹ 10 each on August 25, 2020 amounting to ₹ 1.00 Lakh.

47 COVID-19 is the infectious disease caused by the most recently discovered coronavirus, SARS-CoV-2. In March 2020, the WHO declared COVID-19 a pandemic. The Group has adopted measures to curb the spread of infection in order to protect the health of the employees and ensure business continuity with minimal disruption.
In assessing the recoverability of receivables and other financials assets, the Group has considered internal and external information upto the date of approval of these consolidated financial statements. The impact of the global health pandemic may be different from that of estimated as at the date of approval of these consolidated financial statements and the Group will continue to closely monitor any material changes to future economic conditions.

48 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.

49 Balance of Trade receivables, Trade payables, loans and advances are subject to confirmation from the respective parties.

50 The figures pertaining to previous periods have been regrouped and restated wherever necessary, to make them comparable.

Notes to the Consolidated Financial Statements for the Year Ended March 31, 2021

51 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

(₹ 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 Total Comprehensive Income	₹
Parent								
Asian Granito India Limited	80.71%	52,928.69	85.44%	4922.26	84.14%	20.77	85.44%	4943.03
Subsidiaries								
Amazoone Ceramics Limited	5.41%	3,545.51	5.69%	327.82	(2.67%)	(0.66)	5.65%	327.16
AGL Industries Limited	0.54%	353.10	1.20%	69.40	-	-	1.20%	69.40
Crystal Ceramics Industries Limited	14.32%	9389.91	2.63%	151.72	22.52%	5.56	2.72%	157.28
Agl Global Trade Private Limited	0.00%	(3.25)	(0.07%)	(4.25)	-	-	(0.07%)	(4.25)
Step Subsidiaries								
Powergrace Industries Limited	0.66%	433.87	1.74%	100.12	(0.24%)	(0.06)	1.73%	100.06
Inter Company Eliminations	(1.63%)	(1067.13)						
Associates								
Astron Paper & Board Mill Limited	-	-	3.36%	193.84	(3.73%)	(0.92)	3.33%	192.92

As per our report of even date attached
For R R S & Associates
Chartered Accountants
ICAI Firm Reg. No.-118336W

Rajesh Shah
Partner
Membership No.-034549
Place: Ahmedabad
Date: May 31, 2021

For and on behalf of the Board of Directors

Kamleshbhai B. Patel
Chairman & Managing Director
DIN: 00229700

Mukeshbhai J. Patel
Managing Director
DIN: 00406744

CA Amarendra Kumar Gupta
Chief Financial Officer
Membership No.-063510
Place: Ahmedabad

Dr. Dhruti Trivedi
Company Secretary
Membership No.-A31842

ACCOUNTING RATIOS

Statements of Accounting Ratios

The following tables present certain accounting and other ratios computed on the basis of amounts derived from the Consolidated Audited Financial Statements and the Unaudited June Consolidated Financial Results included in ***"Financial Statements"*** as above:

(Amount in Rs. Lakhs except per share data)

Particulars	Period ended	Year ended March 31	
	June 30, 2021	2021	2020
Basic & Diluted Earnings Per Share (EPS)			
Basic Earnings Per share	2.40#	18.57	14.02
Diluted Earnings Per share	2.40#	18.57	14.02
EBITDA	2,494.37	13,595.24	11,769.79
Return on Net Worth			
Profit for the period/year (A)	821.76	5,700.05	4,218.00
Net Worth			
Equity Share Capital	3,428.74	3,405.44	3,008.74
Other Equity *	60,311.31	59,192.36	48,727.07
Net Worth at the end of period/year (B)	**63,740.05**	**62,597.80**	**51,735.81**
Return on Net worth (%=A/B)	1.29%#	9.11%	8.15%
Net Assets Value per Equity Share			
Net worth at the end of the period/year** (C)	63,740.05	62,597.80	51,735.81
Number of equity shares outstanding at the end of the period/year (D)	34,287,446	34,054,446	30,087,446
Net assets value per equity Share (C/D)	185.90	183.82	171.95

#Not annualized

**This includes capital reserves and other reserves*

***Net Worth is derived from the Financial Information and comprises of equity share capital and other equity.*

Notes:

A. The formulae used in the computation of the above ratios are as follows:

1) Basic Earnings Per Share = $\dfrac{\text{Net Profit after Tax as per consolidated statement}}{\text{Weighted average number of equity shares outstanding during the Period /year}}$

2) Diluted Earnings Per Share = $\dfrac{\text{Net Profit after Tax as per consolidated statement}}{\text{Weighted average number of equity shares outstanding during the Period /year for the effects of all dilutive potential equity shares}}$

3) Return on net worth (%) = $\dfrac{\text{Net Profit after Tax as per consolidated statement}}{\text{Net worth}}$

4) Net Asset Value per share = $\frac{\text{Net Worth}}{\text{Number of Equity Shares subscribed and fully paid outstanding as at the end of the period / year.}}$

B. Earnings per share (EPS) calculation are in accordance with Ind - AS 33 - Earning per share.

C. Weighted average number of shares is the number of equity shares outstanding at the beginning of the period adjusted by the number of equity shares issued during period, multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.

D. **"EBITDA"** means earnings before interest, tax, depreciation and amortization. It has been calculated as follows: Profit before tax (before share of profit of Associate & Joint Venture) – other income + finance cost + depreciation and amortization expense.

For R R S & Associates
Chartered Accountants
FR No.: 118336W

SD/-
Purva shah
Partner
Membership No.-142877
UDIN:- 21142877AAAABB1830

Date: 18/08/2021
Place: Ahmedabad

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our audited consolidated financial statements as of and for the Fiscal 2021 and Fiscal 2020 included in this Draft Letter of Offer. Our audited consolidated financial statements for Fiscal 2021 and Fiscal 2020 are prepared in accordance with Ind AS. Unless otherwise stated, the financial information used in this chapter is derived from the Audited Consolidated Financial Statement of our Company.

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the sections titled "**Risk Factors**" and "**Forward-Looking Statements**" on pages 23 and 153, respectively.*

Our financial year ends on March 31 of each year, so all references to a particular "financial year" and "Fiscal" are to the twelve (12) month period ended March 31 of that year. References to the "Company", "we", "us" and "our" in this chapter refer to Asian Granito India Limited on a consolidated basis, as applicable in the relevant period, unless otherwise stated.

OVERVIEW

Headquartered in Ahmedabad, Gujarat, our Company is leading its path towards manufacturing various types of tiles, offering a wide spectrum of manufacturing, sub-contract manufacturing, marketing and distribution related activities under a single roof. Our Company was incorporated in the year 1995, began its commercial operations of manufacturing tiles in the year 2003 and since then Company has rapidly grown creating a whole cluster of integration within itself and its associate concerns. Our Company is engaged in the business of manufacturing tiles, vitrified and ceramic, and cater to an extensive gamut of consumers through a vast range of products at various price points including polished, double charged, glazed, unglazed, rustic, matt, homogenous and non-homogeneous body, etc., which are manufactured through ultra-modern high-end technology along with tailor-made designs customized according to the client requirements. With the commencement of commercial production in 2003, our Company also manufactures engineered marble and quartz stone with varied thickness, design, shape and colour range to cater to the middle to upper-middle segment using fine quality ingredients and latest expertise and technology.

Recently in 2019, our Company has also stepped in the business of bath-ware range to increase its product portfolio and strengthen the domestic and international markets reach. Company manufactures some of the products on contractual basis and imports some of the products. Bath-ware range includes faucets and sanitary ware such as wash basins, urinals, one piece and wall hung water closets and many more with latest features and technology like anti-bacterial, twin flushing technology, scratch, chemical and stain resistant, etc.

Over the years, we have made continuous investments in our manufacturing infrastructure to support our product portfolio requirements and reach. Our capabilities as a company include internal R&D expertise, state-of-the-art manufacturing capabilities, a strict quality assurance system, modern production designing experience and established marketing and distribution relationships. Our strict compliance with the internal quality control and international standards of quality, has enabled us to expand our operations internationally to countries including China, Israel, United States of America, Germany, Spain, Italy, Korea, Thailand, Myanmar, Canada, Indonesia, Australia, Bangladesh, Vietnam, Brazil, GCC Countries, Kenya, etc. Apart from manufacturing products for our dealers and distributors, we are also selling to builders, government supplies, project customers and overseas customers.

Our Company along with its subsidiaries, own 5 state-of-the-art manufacturing units spread across Gujarat. Our strategic location enables us to procure key raw materials from the quarries in Rajasthan at cheaper costs. The Company has also installed wind power generator to augment the power requirements of the aforesaid manufacturing facilities thereby reducing the usage of fossil fuel. To ensure that we supply quality products which meets the applicable standards, we have set up quality control facilities at each unit, which consists of our quality assurance and quality control teams who check and conduct various tests on the products at various stages starting from the raw materials procured to the finished products manufactured by us. All our facilities are supplemented by our utilities, such as water, power, effluent treatment plant, etc. which makes it an important link between all our facilities.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled "***Risk Factors***" on page 23. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

A. Impact of COVID-19 Pandemic

The current outbreak of COVID-19 pandemic and the preventative or protective actions that governments around the world have taken to counter the effects of the pandemic have resulted in a period of economic downturn and business disruption in India. The World Health Organization declared the outbreak of COVID-19 as a public health emergency of international concern on January 30, 2020 and a pandemic on March 11, 2020. The Government of India announced a nation-wide lockdown on March 24, 2020 and imposed several restrictions. In view of the nationwide lockdown announced by the Government of India to control the spread of COVID-19, our business operations were temporarily disrupted from March 24, 2020. Since then, we have resumed operations in a phased manner as per the Government of India and state government's directives. Our operations were affected by this pandemic revenue and profitability declined due to this in the last financial year. Further the impact of the ongoing pandemic, particularly the second wave and more communicable strain of the virus that has affected India in April, 2021, also resulted in an adverse impact on our profitability as our operating expenses, since our factories were partially operational. We also incurred and may continue to incur additional expenses in complying with evolving government regulations, including with respect to social distancing measures, food safety norms, and sanitization practices

For more information on these and other factors / development which have or may affect us, please refer to chapters titled "***Risk Factors***", "***Our Industry***" and "***Our Business***" beginning on page 23, 91 and 110 respectively of this Draft Letter of Offer.

B. Our ability to develop new products and enhance existing products in accordance with evolving customer needs

The requirements of our customers vary across a range of products or technical requirements. To service and grow our relationships with our existing customers and to win new customers, we must be able to provide them with products that address their requirements, to anticipate and understand trends in their relevant markets and to continually address their requirements as those requirements change and evolve. In this regard, we believe that our strong culture of innovation, our workforce, our research and testing facilities have enabled us to expand the range of our offerings to customers and improve the delivery platform.

If we are able to anticipate and respond to our customers' requirements on a timely and cost-efficient basis, we would expect to receive repeat business from existing customers. Further, leveraging on our present portfolio of customers and expertise in the verticals of our existing customers we aim to develop new customer relationships by identifying potential customers that operate within the same verticals as our existing customers. In addition, if we are able to generate healthy demand for our products, we may be able to increase our price, which would consequently lead to an increase in our revenues and profit margins. Conversely, if we are unable to provide to our customers, or if our customers are dissatisfied with our quality or for any other reason, it would have an adverse effect on our revenues and our profits.

C. Pricing of and margin on our products and revenue mix

The rates we charge for our products are a key factor impacting our gross profit margins and profitability. These vary by complexity of the project and the mix of staffing. The margin on our products is heavily impacted by the increase in our costs incurred towards manufacturing those products. As client relationship matures and deepens, we seek to maximize our revenues and profitability by expanding the scope of services offered to that client and winning bulk assignments.

D. Our ability to effectively manage our growth or to successfully implement our business plan and growth strategies

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. Our growth strategies requires us to develop and strengthen relationships with existing dealers and customers for our business of vitrified tiles who may drive high volume orders on an ongoing basis. To remain competitive, we seek to increase our business from existing customers and by adding new customers, as well as expanding into new geographical markets.

Our success in implementing our growth strategies may be affected by:

- our ability to expand our dealers' network;
- our ability to maintain the quality of our products;
- our ability to increase our export operations;
- our ability to increase our manufacturing capacities as well as procure goods on outsourcing basis;
- the general condition of the global economy (particularly of India and the other markets that we currently or may operate in);
- our ability to compete effectively with existing and future competitors,
- changes in the Indian or international regulatory environment applicable to us.

Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategy. We also plan to enhance and develop our existing brand in India. By focusing further resources, including management time and effort, distribution and sales network and brand management on developing our brand, we will be diverting our resources from our established business of manufacturing. We may not be successful in developing our brand image as we intend to.

While we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within our estimated budget, or that our expansion and development plans will increase our profitability. We expect our growth strategies to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls.

E. Changes in laws and regulations relating to the industry in which we operate

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

F. Ability to maintain and expand our dealer network and increasing export operations

Our Company has more than 1,300 registered dealers with a widespread presence. We have been actively making efforts to increase our distribution network so as to attain a higher market share. Further, as a strategy we are focusing on B2C sales, wherein we have limited distribution network. Our ability to successfully expand our dealers' network in new markets including international markets, is dependent on our familiarity with the economic condition, end-customer base and commercial operations in these new regions. We intend to capitalize on this growing opportunity by increasing our focus on export operations by exploring new geographies and increase business from existing countries.

G. Increasing competition in the industry;

Our industry is characterized by intense competition and is dominated by large organised players and highly fragmented with many small and medium players. Some of our competitors are larger than us and have greater financial, manufacturing, R&D and other resources. Consequently, our competitors may possess wider product ranges, larger distribution network, higher brand recall and broader appeal across various geographies. We compete with different players on the basis of innovative designs, competitive prices, our distribution network and quality of the products. As a result, to remain competitive in our markets, we must continuously strive to introduce new products and designs, expand our product portfolio and distribution network, enhance our brand and improve our operating efficiencies. If we are unable to respond to competition from existing and new players, our business and revenue from operations may be affected adversely. Our market position will also depend on effective marketing initiatives and our ability to anticipate and respond to various competitive factors affecting the industry, including new products, pricing strategy of competitors, changes in consumer preferences and general economic, political and social conditions in the markets in which we operate. Further we also face competition from international markets, especially China on account of their lower cost of production.

H. Changes in fiscal, economic or political conditions in India

We are incorporated in India and we conduct our manufacturing and corporate affairs in India. Consequently, our business operations, financial performance and the market price of our Equity Shares are affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition along with the price of the Equity Shares.

SIGNIFICANT ACCOUNTING POLICIES

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 and going concern 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 financial statements.

2. **Functional and presentation currency:**

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

3. **Key accounting estimates and judgements:**

   The preparation of the Group's consolidated 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.

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.

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.

v) Estimation of uncertainties relating to the global health pandemic from COVID -19:
In view of the unprecedented COVID-19 pandemic, the Group has made a detailed assessment of its liquidity position for the next one year and recoverability of Property, Plant and Equipment, Investments, Trade Receivables and Inventories as at the balance sheet date. In assessing the recoverability, the Group has considered internal and external information upto the date of approval of these Ind AS consolidated financial statements and has concluded that there are no material impact on the operations and the financial position of the Group. However, the impact of the global health pandemic may be different from that estimated at the date of approval of these consolidated financial statements and the Group will continue to closely monitor any material changes to future economic conditions.

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.

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 as at March 31, 2021. 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 have, 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 when the group gains control until the date when the Group ceases to control the subsidiary.

If the Group losses 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 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, 2021.

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 unrealized 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 which have been accounted for using equity method as per Ind AS 28 "Investment in Associate and Joint Ventures". The investment is initially recognised at cost, and the carrying amount is increased or decreased to recognize 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.

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 adjustments required to harmonize 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

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.

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)

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).

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.

<u>Impairment of financial assets:</u>
The Group 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 amortized 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

<u>Initial recognition and measurement:</u>
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.

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 consolidated 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 consolidated 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 consolidated 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.

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.

Interest and dividends:
Interest income is recognized using effective interest method. Dividend income is recognized when the right to receive payment is established.

Export benefits:
The Company recognises income from duty drawback and export benefit on accrual basis.

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 consolidated 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 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 accumulations 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:

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Group as a Lessee

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

At the date of commencement of the lease, the Group recognizes a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term and useful life of the underlying asset. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows. Further, refer note no. 41, for effect of transition to Ind AS 116, classification of leases and other disclosures relating to leases.

Group as a Lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income

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 original 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 consolidated 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 recognizing 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.

OVERVIEW OF REVENUE & EXPENDITURE

Revenue and Expenses

Our revenue and expenses are reported in the following manner:

Total Revenue

Our Total Revenue comprises of revenue from operations and other income.

➢ **Revenue from operations** - Our revenue from operations consists of sale of products, domestic and export, and other operating revenue. Sale of products primarily consists of sale of ceramic and vitrified tiles, composite marble and quartz stone and bathware range. For detailed breakup, see chapter titled "***Our Business***" on page 110 of this Draft Letter of Offer.

➢ **Other Income** - Other income primarily comprises interest income earned from loans given to subsidiaries and term deposits, rental income, certain non-recurring income such as profit on redemption of units of mutual funds and miscellaneous income.

Expenses

Our expenses comprise of cost of materials consumed, purchase of stock-in-trade, changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress, employee benefit expenses, finance costs, power and fuel expenses, depreciation & amortization expenses and other expenses.

➢ **Cost of materials consumed** – Cost of materials consumed comprises of purchase and consumptions of glaze, frits and chemicals, packing materials and semi-finished materials.

➢ ***Purchase of stock-in-trade -*** Purchase of stock-in-trade primarily comprises of tiles and bathware purchased from sub-contract manufacturers.

➢ ***Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress -*** Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress includes increase / decrease in the Finished Goods, Stock-in-Trade and Work-in-Progress during the year.

➢ ***Employee benefit expenses -*** Our employee benefit expenses mainly include salaries & wages expense, managerial remuneration, contribution to provident fund and other funds, and staff welfare expenses.

➢ ***Finance costs -*** Our finance costs mainly include interest cost on term loans, working capital limits and other facilities availed by the company in addition to the bank charges.

➢ ***Depreciation and amortization expenses -*** Our depreciation and amortization expenses comprise of depreciation on tangible fixed assets and Right of Use Assets.

➢ ***Power & Fuel expenses –*** Power and fuel expenses comprise of consumption of gas and fuel and power expense.

➢ ***Other expenses -*** Other expenses mainly include expenses towards Freight & Forwarding Charges, Consumption of Stores & Spares, Other Manufacturing Expense, Selling & Distribution Expenses, Travelling & Conveyance costs, Advertisement Expenses, Rent, Rates & Taxes, Legal & Professional fees, Repairs & Maintenance costs and other miscellaneous administrative expenses.

Tax expenses

Tax expense comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws.

Deferred tax liability or asset is recognized based on the difference between taxable profit and book profit due to the effect of timing differences. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.

Our Results of Operations

The following table sets forth, for the periods indicated, certain items from our consolidated financial statements, in each case also stated as a percentage of our total income:

(Amount in Lakhs)

Particulars	For the Quarter ended June 30, 2021		For the Quarter ended June 30, 2020		For the year on ended March 31, 2021		For the year on ended March 31, 2020	
	Amount	(%)*	Amount	Amount	Amount	(%)*	Amount	(%)*
Revenue:								
Revenue from operations	27,298.25	99.91%	12,939.94	99.82%	129,229.94	99.73%	122,453.47	99.37%
Other income	25.21	0.09%	22.74	0.18%	352.33	0.27%	773.95	0.63%
Total Revenue	**27,323.46**	**100.00%**	**12,962.68**	**100.00%**	**129,582.27**	**100.00%**	**123,227.42**	**100.00%**
Expenses:								
Cost of Material consumed	5,261.60	19.26%	1,272.44	9.82%	21,454.77	16.56%	30,651.36	24.87%
Purchase of stock-in-trade	12,146.14	44.45%	5,813.28	44.85%	64,433.11	49.72%	43,059.39	34.94%
Change in inventory of FG, SIT, WIP	(550.21)	-2.01%	2,063.05	15.92%	(1,684.29)	-1.30%	(218.33)	-0.18%
Employee benefits expense	2,486.17	9.10%	1,648.19	12.71%	9,128.22	7.04%	10,849.41	8.80%
Finance costs	622.50	2.28%	830.83	6.41%	3,493.61	2.70%	4,000.75	3.25%
Depreciation and amortisation expense	722.12	2.64%	754.49	5.82%	2,934.82	2.26%	3,077.91	2.50%
Power & Fuel expenses	2,800.10	10.25%	617.72	4.77%	10,635.51	8.21%	13,007.68	10.56%
Other expenses	2,660.08	9.74%	1,148.94	8.86%	11,667.38	9.00%	13,334.17	10.82%
Total Expenses	**26,148.50**	**95.70%**	**14,148.94**	**109.15%**	**122,063.13**	**94.20%**	**117,762.34**	**95.57%**
Profit / (loss) before tax	**1,174.96**	**4.30%**	**(1,186.26)**	**-9.15%**	**7,519.13**	**5.80%**	**5,465.08**	**4.43%**
Tax Expense								
Current Tax	349.38	1.28%	5.04	**0.04%**	1,569.14	1.21%	1,250.10	1.01%
Earlier Year Tax	-	0.00%	-	**0.00%**	(6.57)	-0.01%	222.28	0.18%
Deferred Tax Liability / (Asset)	20.84	0.08%	(312.41)	**-2.41%**	389.50	0.30%	(358.65)	-0.29%
Total Tax Expense	**370.22**	**1.35%**	**(307.37)**	**-2.37%**	**1,952.07**	**1.51%**	**1,113.73**	**0.90%**
Profit for the year	804.74	2.95%	(878.89)	**-6.78%**	5,567.06	4.30%	4,351.35	3.53%
Share of Profit of Associate (Net of Taxes)	34.72	0.13%	34.62	**0.27%**	193.84	0.15%	253.23	0.21%
Profit for the year	**839.46**	**3.07%**	**(844.27)**	**-6.51%**	**5,760.90**	**4.45%**	**4,604.58**	**3.74%**

** (%) column represents percentage of total revenue.*

COMPARISION OF FINANCIAL YEAR ENDED MARCH 31, 2021 WITH FINANCIAL YEAR ENDED MARCH 31, 2020

Total Revenue:

(Amount in Lakhs)

2020-21	2019-20	Variance in %
129,582.27	123,227.42	5.16%

Our total revenue has increased by 5.16% to Rs. 129,582.27 lakhs for financial year 2020-21 from Rs. 123,227.42 lakhs for financial year 2019-20 bifurcated into revenue from operations and other income. This increase is due to general increase in the business operations of the Company.

Revenue from Operations

(Amount in Lakhs)

2020-21	2019-20	Variance in %
129,229.94	122,453.47	5.53%

During the financial year 2020-21, the revenue from operations of our company increased to Rs. 129,229.94 lakhs as against Rs. 122,453.47 lakhs in the year 2019-20. This increase was due to increase in sales of the Company on account of general growth of business of the Company. However, the company was impacted by Covid 19 lockdown during FY 2020-21 and has strived to maintain the revenue growth amidst the pandemic, details of impact of COVID-19 on the business operations of the company has been explained in the chapter titled "***Our Business***" on page 110 of this Draft Letter of Offer. Further, Company also suffered loss in export incentives due to Government policies.

Other Income

(Amount in Lakhs)

2020-21	2019-20	Variance in %
352.33	773.95	(54.48)%

During the year 2020-21, the other income of our company decreased to Rs. 352.33 lakhs from Rs. 773.95 lakhs in 2019-20, representing a decrease of 54.48%. This decrease was majorly due sale of shares of subsidiary company, M/s Camrola Quatz Limited in FY 2019-20.

Total Expense

(Amount in Lakhs)

2020-21	2019-20	Variance in %
122,063.13	117,762.34	3.65%

The total expenditure for the financial year 2020-21 was increased to Rs. 122,063.13 lakhs from Rs. 117,762.34 lakhs in 2019-20, representing 3.65% increase bifurcated in varied expenses as explained below.

Cost of Materials Consumed

(Amount in Lakhs)

2020-21	2019-20	Variance in %
21,454.77	30,651.36	(30.00) %

Cost of materials consumed for the financial year 2020-21 decreased to Rs. 21,454.77 lakhs from Rs. 30,651.36 lakhs in 2019-20, representing a decrease of 30.00%. This decrease is due to increase in production from sub-contract manufacturing which led to decrease in raw material consumption.

Purchase of Stock-in-Trade

(Amount in Lakhs)

2020-21	2019-20	Variance in %
64,433.11	43,059.39	49.64%

Purchase of Stock-in-Trade for the financial year 2020-21 increased to Rs. 64,433.11 lakhs from Rs. 43,059.39 lakhs in 2019-20, clocking an increase of 49.64%. This was primarily attributable to increase in stock obtained from sub-contract manufacturers on account of increase in demand.

Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress

(Amount in Lakhs)

2020-21	2019-20	Variance in %
(1,684.29)	(218.33)	(671.44)%

Change in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress for the financial year 2020-21 recorded a decreased to negative Rs. 1,684.29 lakhs from negative Rs. 218.33 lakhs in 2019-20, representing an overall decrease of 671.44% primarily due to market demand supply scenario.

Employee benefits expenses

(Amount in Lakhs)

2020-21	2019-20	Variance in %
9,128.22	10,849.41	(15.86)%

Our Company has incurred Rs. 9,128.22 lakhs of employee benefit expenses in 2020-21, as compared to Rs. 10,849.41 lakhs in 2019-20, reflecting a decrease of 15.86%. This was primarily due to cost cutting across the Company during COVID-19 pandemic. The Company undertook shift from fixed to variable compensation in the sales and marketing department.

Finance Cost

(Amount in Lakhs)

2020-21	2019-20	Variance in %
3,493.61	4,000.75	(12.68)%

Finance costs decreased to Rs. 3,493.61 lakhs in 2020-21 from Rs. 4,000.75 in 2019-20, representing a change of 12.68%, majorly due to reduction of working capital limits during the financial year. Further a lower amount of cash credit limit was utilized in comparison to FY 2019-20.

Depreciation and Amortization expense

(Amount in Lakhs)

2020-21	2019-20	Variance in %
2,934.82	3,077.91	(4.65)%

Depreciation for the financial year 2020-21 stood at Rs. 2,934.82 lakhs as compared to Rs. 3,077.91 lakhs in 2019-20, showing a decrease of 4.65% in the normal course of business operations of the Company.

Power and Fuel Expense

(Amount in Lakhs)

2020-21	2019-20	Variance in %
10,635.51	13,007.68	(18.24)%

The company's power and fuel expenses saw a decrease of 18.24%, amounting to Rs. 2,372.17 lakhs. This reduction is commensurate to reduction in gas prices in the international market from April 2020 to December 2020 on account of COVID pandemic. These prices gradually increased from January 2021. Further due to decrease in production, power expense was also slightly reduced.

Other Expense

(Amount in Lakhs)

2020-21	2019-20	Variance in %
11,667.38	13,334.17	(12.50)%

Other expenses saw a decrease of 12.50%, from Rs. 13,334.17 Lakhs in FY 2019-20 to Rs. 11,667.38 Lakhs in FY 2020-21. This decrease pertains to decrease in advertisement expenses, consumption of stores and spares, travelling and conveyance costs, selling and distribution expenses and other manufacturing costs. This decrease in cost was partially offset by increase in freight and forwarding charges and decrease in net foreign exchange loss.

Profit/ (Loss) Before Tax

(Amount in Lakhs)

2020-21	2019-20	Variance in %
7,519.13	5,465.08	37.59 %

The profit before tax saw an increase of Rs. 2,054.05 lakhs, or 37.59%, owing to improved market conditions and margins for our products.

Provision for Tax and Net Profit

(Amount in Lakhs)

Particulars	2020-21	2019-20	Variance in %
Taxation Expense	1,952.07	1,113.73	75.27%
Profit after Tax after Share in profit of Associate & Joint Venture	5,760.90	4,604.58	25.11%

Taxation expenses increase by 75.27% due to substantial increase in the profits earned by the company and due to deferred tax adjustments. Our profit after tax also increased by Rs. 1,156.32 lakhs, representing a percentage increase of 25.11%.

COMPARISION OF THREE MONTHS ENDED JUNE 30, 2021 WITH THREE MONTHS ENDED JUNE 30, 2020

The current outbreak of COVID-19 pandemic and the preventative or protective actions that governments around the world have taken to counter the effects of the pandemic have resulted in a period of economic downturn and business disruption across the globe.

The Government of India announced a nation-wide lockdown on March 24, 2020 and imposed several restrictions. In view of the nationwide lockdown announced by the Government to control the spread of COVID-19, our business operations were temporarily disrupted from March 24, 2020. Therefore, demand for our products became dependent on and directly affected by factors affecting industries where our products are applied. Our factories were completed shut during the lockdown which was gradually uplifted later during the quarter ended in June 2020. Consequently, our business operations were adversely affected in the first quarter of the FY 2020-21. Since then, we have resumed operations in a phased manner.

Further, second wave of COVID-19 again hit the country in first quarter of FY 2021-22. However, the factories were not entirely shut during this period and business operations were allowed on following certain Government released mandatory protocols resulting in partial running of factories. Accordingly, the financial results in the first quarter of the FY 2021-22 progressed in comparison to FY 2020-21.

Hence, the financial outcome of three months ended on June 30, 2021 had improved in comparison with three months ended on June 30, 2020 majorly on account of disruptions caused due to COVID-19 pandemic.

Total Revenue:

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
27,323.46	12,962.68	110.79%

Our total revenue has increased by 110.79% to Rs. 27,323.46 lakhs for three months ended on June 30, 2021 from Rs. 12,962.68 lakhs for three months ended on June 30, 2020. This increase is primarily due to increase in sales after business operations resumed at full capacity subsequent to upliftment of restrictions of COVID-19 pandemic.

Revenue from Operations

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
27,298.25	12,939.94	110.96%

During the three months ended on June 30, 2021, the revenue from operations of our company increased to Rs. 27,298.25 lakhs as against Rs. 12,939.94 lakhs in the three months ended on June 30, 2020.

Other Income

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
25.21	22.74	10.84%

During the three months ended on June 30, 2021, the other income of our company increased to Rs. 25.21 lakhs from Rs. 22.74 lakhs for three months ended on June 30, 2020, representing an increase of 10.84%.

Total Expense

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
26,148.50	14,148.94	84.81%

The total expenditure for the three months ended on June 30, 2021 was increased to Rs. 26,148.50 lakhs from Rs. 14,148.94 lakhs in three months ended on June 30, 2020, representing 84.81% increase, owing to recommencement of factories after upliftment of lockdown.

Cost of Materials Consumed

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
5,261.60	1,272.44	313.51%

Cost of materials consumed for three months ended on June 30, 2021 increased to Rs. 5,261.60 lakhs from Rs. 1,272.44 lakhs in three months ended on June 30, 2020, representing 313.51% increase. This was majorly due to resumption of in-house production in the company.

Purchase of Stock-in-Trade

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
12,146.14	5,813.28	108.94%

Purchase of Stock-in-Trade for three months ended on June 30, 2021 increased to Rs. 12,146.14 lakhs from Rs. 5,813.28 lakhs in three months ended on June 30, 2020, clocking an increase of 108.94%. This was primarily attributable increase in stock obtained from sub-contract manufacturers on account of increase in demand after the lockdown which was decreased enormously in three months ended on June 30, 2020.

Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
(550.21)	2,063.05	(126.67)%

Change in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress for three months ended on June 30, 2021 recorded a decreased to negative Rs. 550.21 lakhs from negative Rs. 2,064.05 lakhs for three months ended on June 30, 2020, representing an overall decrease of 126.67% primarily due to market demand supply scenario.

Employee benefits expenses

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
2,486.17	1,648.19	50.84%

Our Company has incurred Rs. 2,486.17 lakhs of employee benefit expenses for three months ended on June 30, 2021, as compared to Rs. 1,648.19 lakhs for three months ended on June 30, 2020, reflecting an increase of 50.84%. This was mainly due resumption of offices and factories after the lockdown.

Finance Cost

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
622.50	830.83	(25.07)%

Finance costs decreased to Rs. 622.50 lakhs for three months ended on June 30, 2021 from Rs. 830.83 lakhs for three months ended on June 30, 2020, representing a change of 25.07%, majorly due regular repayment of loans and lower utilization of cash credit limit.

Depreciation and Amortization expense

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
722.12	754.49	(4.29)%

Depreciation for three months ended on June 30, 2021 stood at Rs. 722.12 lakhs as compared to Rs. 754.49 lakhs for three months ended on June 30, 2020, showing a decrease of 4.29% in the normal course of business operations of the Company.

Power and Fuel Expense

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
2,800.10	617.72	353.30%

The company's power and fuel expenses saw an increase of 353.30%, amounting to Rs. 2,182.38 lakhs. This increase is commensurate to resumption of manufacturing units and offices of the Company after upliftment COVID lockdown and thus increase in the power expenses.

Other Expense

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
2,660.08	1,148.94	131.53%

The company's other expenses saw an increase of 131.53%, amounting to Rs. 1,511.14 lakhs on account of general increase in expenses as explained above after the recommencement of factories and offices.

Profit/ (Loss) Before Tax

(Amount in Lakhs)

Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
1,174.96	(1,186.26)	199.05%

The profit before tax for three months ended on June 30, 2021 stood at Rs. 1,174.96 lakhs as compared to loss of Rs. 1,186.26 lakhs for three months ended on June 30, 2020, showing an increase of 199.05%.

Provision for Tax and Net Profit

(Amount in Lakhs)

Particulars	Three months ended on June 30, 2021	Three months ended on June 30, 2020	Variance in %
Taxation Expense	370.22	(307.37)	(220.45)%
Profit after Tax after Share in profit of Associate & Joint Venture	839.46	(844.27)	(199.43)%

Taxation expenses increase by 220.45% due to substantial increase in the profits earned by the company and due to deferred tax adjustments. Our profit after tax also increased by Rs. 1,683.73 lakhs, representing a percentage increase of 199.43%.

LIQUIDITY AND CAPITAL RESOURCES

The table below summaries our cash flows from our Audited Consolidated Financial Information for the financial year ended March 31, 2021 and 2020

(Amount in Lakhs)

Particulars	For the year ended March 31	
	2020-21	2019-20
Net cash generated from / (used in) operating activities	7,647.22	5,648.74
Net cash generated from / (used in) Investing Activities	(2,565.04)	(4,055.87)
Net cash generated from / (used in) from financing activities	(2,061.51)	(3,972.02)
Net Increase / (decrease) in Cash & Cash Equivalents	3,020.67	(2,379.160
Cash and cash equivalents at the beginning of the year	391.06	2,776.86
Cash and cash equivalents disposed On Account of Derecognition of Subsidiary	0.00	-6.64
Cash and cash equivalents at the end of the year	3,411.73	391.06

Operating Activities

Financial year 2020-21

Our net cash generated from operating activities was Rs. 7647.22 lakhs for the financial year 2020-21. Our operating profit before working capital changes was Rs. 13773.81 lakhs for the financial year 2020-21 which was primarily adjusted for increase in trade receivables by Rs. 4762.95 lakhs, trade payables by Rs. 1991.89 lakhs, other financial liabilities by Rs. 138.45 lakhs, Other Current Assets by Rs. 836.05 lakhs, inventories by Rs. 2755.34 lakhs, other liabilities by Rs. 914.02 lakhs and decrease in financial Assets by Rs. 542.69 lakhs and decrease in provisions by Rs. 6.65 lakhs along with income tax paid of Rs. 1352.65 lakhs.

Financial year 2019-20

Our net cash generated from operating activities was Rs. 5648.74 lakhs for the financial year 2019-20. Our operating profit before working capital changes was Rs. 12061.31 lakhs for the financial year 2019-20 which was primarily adjusted for increase in financial assets by Rs. 1583.11 lakhs, other assets by Rs. 2212.44 lakhs, and provision by Rs. 133.30 lakhs and decrease in trade receivables by Rs. 1626.95 lakhs, inventories by Rs. 228.15 lakhs, trade payables by Rs. 1479.24, other financial liabilities by Rs. 257.18 lakhs, other liabilities by Rs. 1442.99 lakhs and along with income tax paid of Rs. 1426.02 lakhs.

Investing Activities

Financial year 2020-21
Net cash used in investing activities was Rs. 2565.04 lakhs for the financial year 2020-21. This was primarily on account of purchase of property, plant and equipment including capital work in progress of Rs. 4062.72 lakhs which was offset by proceeds received from sales of Property, Plant and equipment and including investment of Rs.585.09 Lakhs and further offset by receipt of interest and term deposits of Rs. 912.59 lakhs.

Financial year 2019-20
Net cash used in investing activities was Rs. 4055.87 lakhs for the financial year 2019-20. This was primarily on account of purchase of property, plant and equipment including capital work in progress of Rs. 5532.19 lakhs along with payments towards term deposits of Rs. 953.72 lakhs. It was offset by proceeds received from sale of property, plant and equipment and investment of Rs. 2076.37 lakhs and from receipt of interest of Rs. 353.66 lakhs.

Financing Activities

Financial year 2020-21
Net cash used in financing activities for the financial year 2020-21 was Rs. 2061.51 lakhs. This was on account of repayment of current borrowings of Rs. 8351.82 lakhs along with payment of interest, dividend and lease liabilities of Rs. 3911.17 lakhs. This was partially offset by issue of Preferential Share Warrants of Rs. 5355.45 lakhs & balance by proceeds received from Non-Current Borrowings of Rs. 4846.03 lakhs.

Financial year 2019-20
Net cash used in financing activities for the financial year 2019-20 was Rs. 3972.02 lakhs. This was on account of repayment of non-Current borrowings of Rs. 2058.44 lakhs along with payment of interest, dividend, dividend distribution tax and lease liabilities of Rs. 4426.15 lakhs. This was offset by issue of Preferential Share Warrants of Rs. 2115 lakhs & by proceeds received from Current Borrowings of Rs. 397.57 lakhs.

Financial Indebtedness

Our consolidated total outstanding secured borrowings from banks & Financial Institutions is bifurcated into following manner for the period mentioned below:

(Amount in Lakhs)

Category of Borrowing	O/s as on June 30, 2021	O/s as on March 31, 2021	O/s as on March 31, 2020
Long-Term Borrowings			
- Non-Current Liability	6,161.75	6,648.04	3,842.57
- Current Maturities	3,469.27	3,056.97	1,164.97
Short Term Borrowings	14,196.48	14,451.79	22,803.61
Grand Total	**23,827.50**	**24,156.80**	**27,811.15**

Related Party Transactions

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relate to purchase and sale of products, remuneration, sitting fees, Borrowing, deposits, rent, interest, quality complain, reimbursements, disinvestments, employee benefit expenses, corporate social responsibility, contribution to gratuity fund, Preferential Share Amount Received etc. For further details of such related parties under AS-18, refer chapter titled *"**Financial Statements**"* beginning on page 153 of this Draft Letter of Offer.

Capital Expenditure

Our capital expenditures are mainly related to the purchase of property plant and equipment located in India. The primary source of financing for our capital expenditures has been cash generated from our operations and borrowings. For the Financial Year 2021 and the Financial Year 2020, we incurred capital expenditure of Rs. 6,699.15 lakhs and Rs. 9,624.77 respectively.

Contingent Liabilities

The following table sets forth our contingent liabilities and commitments as on June 30, 2021, March 31, 2021 and March 30, 2020 as per consolidated financial statements:

(Amount in Lakhs)

Particulars	As on June 30, 2021	As on March 31, 2021	As on March 31, 2020
Contingents Liabilities: -			
Claims against the Group not acknowledged as debts comprise of			
i) In respect of Pending Income Tax Demands	1,890.93	1,890.50	1,027.04
ii) In respect of Pending Sales Tax Demands	4,336.69	4,336.69	1,289.40
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	2,241.04
v) In respect of Pending Custom Duty claim by DRI	473.51	473.51	-
vi) In respect of Pending Consumer/Legal Cases	72.00	72.00	41.57
vii) Others	114.23	114.23	114.23
Bank guarantees for Performance, Earnest Money & Security Deposits	3,207.91	3,273.15	3,661.39
Duty on Machinery Imported under EPCG Scheme	266.01	133.28	286.01
Corporate Guarantees	14,704.00	14,315.00	20,880.00
Total Contingents Liabilities	**27,306.32**	**27,017.37**	**29,708.65**
Commitments: -			
Letter of Credit Opened with Banks	1,154.35	338.07	348.64
Total Commitments	**1,154.35**	**338.07**	**348.64**

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.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

QUALITATIVE DISCLOSURE ABOUT MARKET RISK

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. For further details of such risk, refer chapter titled *"**Financial Statements**"* beginning on page 153 of this draft offer letter.

Reservations, qualifications and adverse remarks

There have been no reservations, qualifications and adverse remarks however there are some key audit matters.
Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period. The same has been addressed in chapter titled *"**Financial Statements**"* beginning on page 153 of this draft offer letter.

Unusual or infrequent events or transactions

During the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

Significant economic changes that materially affected or are likely to affect income from continuing operations.

Indian rules and regulations as well as the overall growth of Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

Other than as described in the section titled "***Risk Factors"*** beginning on page 23 of this draft offer letter to our knowledge there are no significant economic changes that materially affects or are likely to affect income of our Company from continuing operations.

Significant economic/regulatory changes

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income except as mentioned in the section titled "***Risk Factors***" on page 23. Except as disclosed in this Draft Letter of Offer, to our knowledge, there are no significant regulatory changes that materially affected or are likely to affect our income from continuing operations.

Significant dependence on a Single or Few Suppliers or Customers

Other than as described in this Draft Letter of Offer, particularly in sections "***Risk Factors***" on page 23, to our knowledge, there is no significant dependence on a single or few customers or suppliers.

Expected future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known

Other than as described in the section titled "***Risk Factors***" and chapter titled "***Management's Discussion and Analysis of Financial Conditions and Results of Operations***" beginning on page 23 and 236, respectively, and elsewhere in this Draft Letter of Offer, there are no known factors to our knowledge which would have a material adverse impact on the relationship between costs and income of our Company. Our Company's future costs and revenues will be determined by demand/supply situation and government policies.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as described in the section titled "***Risk Factors***" and chapter titled "***Management's Discussion and Analysis of Financial Conditions and Results of Operations***" beginning on pages 23 and 236, respectively, to our knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

Increase in revenues is by and large linked to increase in sale of units of our existing portfolio of products, introduction of new categories under existing brands and addition to new distribution channels.

The extent to which the business is seasonal

Our Company's business is not seasonal in nature.

Competitive Conditions

We expect competition in the sector from existing and potential competitors to vary. However, on account of our core strengths like quality products, brand loyalty, timely supply and better sourcing of raw-material. Due to which, we are able to stay competitive. For further details, kindly refer the chapter titled ***"Our Business"*** beginning on page 110 of this draft offer letter.

Significant developments that may affect our future results of operations

No circumstances have arisen since the date of the last financial statements as disclosed in this Draft Letter of Offer which materially or adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND DEFAULTS

Our Company and its Subsidiaries are involved in certain legal proceedings from time to time, primarily in the nature of tax disputes, criminal complaints, civil suits, and petitions, which are pending before various authorities. Except as disclosed below, there are no outstanding litigation with respect to (i) issues of moral turpitude or criminal liability on the part of our Company and/or our Subsidiaries; (ii) material violations of statutory regulations by our Company and/or our Subsidiaries; (iii) economic offences where proceedings have been initiated against our Company and/or our Subsidiaries; (iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position.

For the purpose of the Issue, the following outstanding civil litigations have been considered as material and accordingly, have been disclosed in this chapter: any outstanding civil litigation, involving our Company and/or our Subsidiaries, where the amount involved is such litigation is Rs. 6,259.78 lakhs (being 10% of total revenue or 10% of the total net worth of our Company, whichever is lower, in terms of the Audited Consolidated Financial Statements as of March 31, 2021) ("**Materiality Threshold**") or above.

Pre-litigation notices received by our Company and/or our Subsidiaries from third-parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) has not been evaluated for materiality until such time our Company and/or our Subsidiaries are impleaded as defendants in litigation proceedings before any judicial forum.

A. Proceedings involving issues of moral turpitude or criminal liability on part of our Company and/or our Subsidiaries

NIL

B. Matter involving material violations of statutory regulations by our Company and/or our Subsidiaries

NIL

C. Economic offences where proceedings have been initiated against our Company and/or our Subsidiaries

Directorate of Revenue Intelligence, Ahmedabad ("**DRI**") has issued Show Cause Notice F. No. DRI/AZU/G1-02/ENO-30(INT-13)/2018 dated 31.12.2020 and 28.01.2021 ("**SCNs**") under Customs Act, 1962 to our Company alleging evasion of customs duty to the tune of Rs. 4,73,51,270/- by way of undervaluation of import of the Crystallized Glass Panel from China and Rough Marbles from Turkey and Italy in collusion with the suppliers. The SCNs also proposes confiscation of goods involved along with interest and penalty demand. As per the DRI, the actual values of the imported goods are higher than the value declared in the documents submitted with Customs at the time of import and the additional amounts over and above the invoice values were paid through illegal channels to the overseas suppliers, thus, the Company has evaded the payment of appropriate customs duty. Also, during the investigation Shri Mukesh Bhai Patel, Managing Director of our Company was arrested on 28.12.2018, however, a conditional bail was allowed to him on 29.12.2018.

Our Company is strongly contending the matter and has challenged the validity of the aforesaid SCNs issued by DRI before the Hon'ble Gujarat High Court. It is being contended that the DRI cannot fall within the definition of term *'proper officer'* and therefore, the impugned SCNs issued under Sections 28 and 124 of the Customs Act are without jurisdiction. In this regard, our Company relied upon the recent judgment of the Hon'ble Apex Court in the case of M/s. Canon India Private Ltd. Vs. Commissioner of Customs dated 09.03.2021 passed in Civil Appeal No. 1827 of 2018 wherein it is held that the officers of DRI would not fall within the domain of proper officer for initiating proceedings under Section 28 of the Customs Act. Hon'ble Gujarat High Court by way of interim order, pleased to grant stay on the SCNs. Moreover, as per Letter No. GEN/ADJ/COMM/134/2021-Adjn-O/o Pr Commr-Cus-Mundra/139 dated 08.04.2021 issued from the Office of Principal Commissioner, Customs House, Mundra it is decided to keep the SCNs pending in light of directions of CBIC *vide* Instruction No. 4/2021-Customs dated 17.03.2021.

D. Pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company and/or our Subsidiaries

1. Company

(a) Criminal Litigation

(i) Our Company has filed 467 criminal complaints under Section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques issued in its favour which are currently, pending at different stages of adjudication before various courts. The aggregate amount involved in these matters, to the extent identifiable and determinable on basis of details available, is approx. **Rs. 51,77,13,010.96**/-. Our Company has settled certain matters on account of which withdrawal applications are under process of being/ have been filed; however, the status before Court is still pending and therefore, we have considered such cases as pending. In some of the cases, the counter party has filed an application under Section 482 of Code of Criminal Procedure, 1973 or an appeal against the Company or an appeal has been filed by the Company.

(b) Civil Litigation

(i) Our Company has filed civil suits for the recovery of certain amounts arising in due course of business. Currently, 37 such Civil Suits are pending at different stages of adjudication before various courts. The aggregate amount involved in these matters is approx. **Rs. 5,23,28,835/-**. Our Company has settled or written off certain such matters; however, the status before Court is still pending and therefore, we have considered such case as pending.

(ii) Our Company had filed a summary suit no. 24/07 dated 14.08.2008 against M/s Sai Shraddha Construction for outstanding amount of Rs. 16,53,326.90/- for the supplied materials in the matter of M/s Sai Shraddha Construction vs. Asian Granito India Ltd. (Special Civil Application No. 11515/2008). The Civil Judge at Himmatnagar, Gujarat in the said summary suit passed order against the counter party to deposit Rs. 8,00,000/- as a condition precedent to granting leave to defend. Therefore, M/s Sai Shraddha Construction filed special civil application under OR. 37 R. 1(2), 2, 3 of the Civil Procedure Code, 1908 in the Gujarat High Court against the aforesaid order.

(iii) 9 consumer disputes have been filed against our Company; however, the amount involved in each such pending dispute is less than the Materiality Threshold.

(iv) Our Company is party to 3 employment related matters with ex-employees or their representatives; however, the amount involved in each such pending dispute is less than the Materiality Threshold.

(v) Bell Granito Ceramica Limited filed a suit for permanent injunction and damages against our Company in the matter of Bell Granito Ceramica Limited vs. Asian Granito India Ltd. (Civil Suit (CCC) 856/2004) before the Hon'ble City Civil Court at Ahmedabad, claiming trademark infringement for using the word "Granito". The matter is pending for adjudication.

(vi) A case is pending against our Company in the matter of Anil Khater vs. Asian Granito India Ltd. (Title Suit 2944/2016). The Parties have settled the matter and have agreed to withdraw the said case and other connected matters.

(vii) Our Company, as creditor, has filed applications under Insolvency and Bankruptcy Code, 2016 and petitions under the Companies Act, 2013 for winding up against certain parties. Currently, 4 such petitions are pending at different stages of adjudication before various courts / tribunals. The aggregate amount involved in these matters is approx. Rs. 1,75,97,890/- and applicable interest.

(c) Tax Litigation

(i) Outstanding Direct Tax Proceedings

S. No	AY	Forum	Citation	Issue/s	Addition in Income (Rs.)	Demand Involved (Rs.)
1.	**2004-05 to 2006-07**	ITAT	ITA 1130/Ahd/2019 and 121-122/Ahd/2020	Penalty u/s 271(1)(c) levied for concealment of particulars of income by way of suppression of sales and undisclosed investment in land, property.	-	61,74,189/-
2.	**2007-08**	Assessing Officer		Penalty u/s 271(1)(c)	-	55,14,076/-
3.	**2008-09**	Assessing Officer	ITBA/COM/F/17/2019-20/1024003997(1)	Demand outstanding as per Demand Notice u/s Section 154 dt. 18.01.2020	-	6,31,27,641/-
4.			Order dt. 27.02.2018	Penalty u/s 271AAA	-	20,29,394/-
5.	**2009-10**	High Court of Gujarat	Tax Appeal No. 745 of 2018	Addition in respect of Unutilized CENVAT credits	1,78,30,939/-	-
6.	**2010-11**	ITAT	ITA 1244 and 1718/Ahd/2015	Addition due to disallowance of PF & ESI payment.	41,38,742/-	-
7.	**2012-13**	High Court of Gujarat	Tax Appeal No. 130 of 2020	Disallowance of expenses u/s 14A r.w Rule 8D in absence of exempt income and addition on account of suppression of production/sales after rejection of books of accounts	-	6,36,39,250/-

8.	**2013-14**	Assessing officer	-	Disallowance has been made by the AO on account of alleging the Company of taking accommodation entries from the group concern of Mahendra Shantilal Patel.	-	22,88,480/-
				Penalty proceedings u/s 271(1)(c) pending.	-	Amount not determinable
9.	**2016-17**	CIT(A)	-	Disallowance of expense u/s 14A r.w. Rule 8D. Later, demand further increased through rectification order u/s 154		29,73,947/-
10.	**2017-18**	CIT-(Appeals)	-	1. Disallowance u/s 14A r.w. Rule 8D of Rs. 35,31,683/-	-	27,64,616/-
				2. Disallowance of donations u/s 80G of Rs. 22,87,500/-		
11.	**2018-19**	High Court of Gujarat	Special Civil Application No. 12451 of 2021	Special leave application filed on the grounds of violation of principles of natural justice as assessment order has been passed without taking consonance of the adjournment request filed or submission made during Faceless assessment.	-	3,10,28,606/-
12.	**2018-19**	Assessing Officer	-	Penalty proceedings u/s 270A	-	Amount not determinable
13.	**2015-16**[1]	Assessing officer	-	Assessment made as per MAT provisions.	-	18,35,930/-
14.	**2016-17**[2]	CIT(A)	-	Disallowance of expenses u/s 14A for earning exempt income.	-	5,41,868/-
15.	**2004-05 to 2008-09**[3]	ITAT	ITA 123-127/Ahd/2020	Penalty u/s 271(1)(c) levied for concealment of particulars of income by way of suppression of sales and undisclosed investment in land, property, etc.	-	31,70,589/-
16.	**2008-09 to 2013-14**[4]	TDS Default statement	-	Default summary details of FY 2007-08 to 2012-13	-	11,18,828/-

[1] *Pending in the name of Artistique Ceramics Private Limited which was the erstwhile name of Our Company*
[2] *Pending in the name of Artistique Ceramics Private Limited which was the erstwhile name of Our Company*
[3] *Pending in the name of Asian Tiles Limited which was amalgamated into Our Company*
[4] *Pending in the name of Asian Tiles Limited which was amalgamated into Our Company*

(ii) Outstanding Indirect Tax Proceedings

S. No	Period	Forum	Citation	Issue/s	Amount Involved (Rs.)
1.	2018[5]	Customs Matter: High Court of Gujarat	SCA/6390/2021	Company challenged the validity of the show cause notices issued by the Joint Director dated 31.12.2020 and 28.01.2021 as the said officer does not fall under the definition of 'Proper officer' under the Customs Act. The issue in SCNs relates to undervaluation of imported goods.	4,73,51,270/-
2.	2004-08	Excise Matter: Directorate General of Central Excise Intelligence, Ahmedabad	F.No. DGCEI/AZU/12(4)/37/2008-09	Show cause notice issued on account of short payment of excise duty of Rs. 15,59,00,608/- and by non-payment of excise duty of Rs. 29,571/-. **Tax:** 15,59,30,179/- **Interest:** Amount not Determinable Penalty: Amount not determinable.	15,59,30,179/-
3.		CESTAT	Excise/1021/2011	Case is pending as per CESTAT, Ahmedabad portal. However, documents relating to this case are not available with the Company. Thus, the issue and amount are not determinable.	
4.	2015-16	VAT & CST: Deputy Commissioner	-	Differential VAT payable as per Assessment Order.	7,13,11,835/-
5.	2015-16	Deputy Commissioner	-	Differential CST payable as per Assessment Order.	2,32,73,705/-
6.	2016-17	Assistant Commissioner	-	Differential VAT payable as per Assessment Order.	4,48,68,395/-
7.	2016-17	Assistant Commissioner	-	Differential CST payable as per Assessment Order	9,06,29,550/-
8.	2017-18	Assistant Commissioner	-	Differential CST payable as per Assessment Order	5,39,70,544/-
9.	2017-18	Assistant Commissioner	-	Differential VAT payable as per Assessment Order	94,61,068/-
10.	Multiple Years	Joint Commissioner	-	Pending Statutory Forms	11,43,28,000/-
11.	2009-10[6]	CESTAT, Ahmedabad	EXCISE/13810/2014	**Undervaluation of Excise Duty.** **Tax:** 4,83,88,588/-	9,67,77,176/-

[5] *Same case as disclosed under Point (C) (Economic offences where proceedings have been initiated against our Company and/or our Subsidiaries) at Page [•]*
[6] *Pending in the name of Asian Tiles Limited which was amalgamated into Our Company*

				Interest: Not Determinable **Penalty:** 4,83,88,588/-	
12.	**2017**[7]	CESTAT, Ahmedabad	EXCISE/11961/2017	Case is pending as per CESTAT, Ahmedabad portal. However, amount is not determinable as on date on the basis of details available.	

2. OUR SUBSIDIARIES

(a) Criminal Litigation

(i) Amazoone Ceramics Limited has filed 5 criminal complaints under Section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques issued in their favour which are currently, pending at different stages of adjudication before various courts. The aggregate amount involved in these matters is approx. Rs. 11,00,284/-.

(ii) Crystal Ceramic Industries Private Limited has filed 17 criminal complaints under Section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques issued in their favour which are currently, pending at different stages of adjudication before various courts. The aggregate amount involved in these matters is approx. Rs. 1,24,08,161/-.

(iii) Powergrace Industries Limited has filed 29 criminal complaints under Section 138 of Negotiable Instruments Act, 1881 in relation to dishonour of cheques issued in their favour which are currently, are pending at different stages of adjudication before various courts. The aggregate amount involved in these matters is approx. Rs. 75,79,979/-. Powergrace Industries Limited has settled certain matters on account of which withdrawn application is under process of being/ has been filed; however, the status before Court is still pending and therefore, we have considered such case as pending.

(b) Civil Litigation

(i) Amazoone Ceramics Limited has filed civil suits for the recovery of certain amounts arising in due course of business. Currently, 18 such Civil Suits are pending at different stages of adjudication before various courts. The aggregate amount involved in these matters is approx. Rs. 51,67,062/-.

(ii) Crystal Ceramic Industries Private Limited has filed civil suits for the recovery of certain amounts arising in due course of business. Currently, 5 such Civil Suits are pending at different stages of adjudication before various courts. The aggregate amount involved in these matters is approx. Rs. 14,57,744/-.

(iii) **M/s Jain Minchem vs. The Crystal Ceramic Industries Pvt Ltd. (Company Petition No. 20/2016)**

M/s. Jain Minechem, a proprietorship firm dealing in manufacturing and selling of various products, had made supplies of various products to the Crystal Ceramic Industries Pvt. Ltd. (Our Subsidiary). It has filed a winding up petition of Crystal Ceramic Industries Pvt. Ltd. before the High Court of Gujarat on 01.12.2015 on the basis that Crystal Ceramic Industries Pvt. Ltd. is unable to pay its debts of Rs. 56,60,194/-. The matter is currently pending.

[7] *Pending in the name of Artistique Ceramics Private Limited which was the erstwhile name of Our Company*

(iv) **Mr. Jayantibhai Behecharbhai Patel vs. M/s Amazaon Ceramics Limited (previously known as Eureka Tiles Limited) (SMST S – Summary Suit – Special Suit – Special 6/2019)**

This matter has been filed by Mr. Jayantibhai Behecharbhai Patel, ex-director of Our Subsidiary, Amazoone Ceramics Limited (erstwhile known as Eureka Tiles Limited). The suit is filed for recovery of Rs. 1,46,60,819/- along with applicable interest. The matter is currently pending for adjudication.

(v) **M/s Amazon Ceramics Ltd. vs. M/s Sidharth Tiles (RSA-5502-2018)**

M/s Sidharth Tiles filed a suit for recovery of Rs. 14,23,000/- along with interest @ 12% per annum against the Amazon ceramics Ltd. before the court of Additional Civil Judge (Senior Division), Panipat ("**Court**"). The Court held that the M/s Sidharth Tiles is entitled to recovery of Rs. 14,23,000/- from Amazon ceramics Ltd. along with interest @ 12% per annum to and future interest @ 6% per annum. Thereafter, Amazon ceramics Ltd. filed an appeal before the High Court of Punjab and Haryana which is pending.

(c) Tax Litigation

(i) **Outstanding Direct Tax Proceedings**

<table>
<tr><th colspan="6">CRYSTAL CERAMIC INDUSTRIES PRIVATE LTD</th></tr>
<tr><th>S. No.</th><th>A.Y.</th><th>Forum</th><th>Issue</th><th>Proposed Addition in Income (Rs.)</th><th>Demand Involved (Rs.)</th></tr>
<tr><td>1.</td><td>2007-08</td><td>ITAT</td><td>Undisclosed Income.</td><td>-</td><td>1,38,82,137/-</td></tr>
<tr><td>2.</td><td>2008-09</td><td>ITAT</td><td>Undisclosed Income.</td><td>-</td><td>48,85,301/-</td></tr>
<tr><td>3.</td><td>2013-14</td><td>Faceless Assessment Centre, Delhi</td><td rowspan="5">Reassessment u/s 147 for alleged accommodation entry of Unsecured Loans, Share Premium.</td><td>50,00,000/-</td><td rowspan="5">Amount not Determinable.</td></tr>
<tr><td>4.</td><td>2014-15</td><td>High Court Writ</td><td>10,00,000/-</td></tr>
<tr><td>5.</td><td>2015-16</td><td rowspan="3">ACIT, Ahmedabad</td><td>22,63,05,000/-</td></tr>
<tr><td>6.</td><td>2016-17</td><td>6,93,89,860/-</td></tr>
<tr><td>7.</td><td>2017-18</td><td>21,57,800/-</td></tr>
<tr><td>8.</td><td>2015-16</td><td>DCIT, Ahmedabad</td><td>Disallowance of Expenditure.</td><td>-</td><td>8,69,680/-</td></tr>
<tr><td>9.</td><td>2017-18</td><td>ACIT, Ahmedabad</td><td>Interest due to default in payment of Advance Tax.</td><td>-</td><td>64,528/-</td></tr>
<tr><td>10.</td><td>2018-19</td><td>High Court Writ</td><td>Valuation of Shares u/s 56(2)(viib) based on DCF method is rejected by the Assessing Officer.</td><td>-</td><td>7,64,24,530/-</td></tr>
<tr><td>11.</td><td>2019-20</td><td>CIT(A)</td><td>Late Payment of PF and ESI.</td><td>-</td><td>9,98,938/-</td></tr>
</table>

<table>
<tr><th colspan="6">AMAZOONE CERAMICS LIMITED</th></tr>
<tr><td>12.</td><td>2018-19</td><td>Intimation u/s 143(1) CPC/1819/A6/19 73538996</td><td>Differential amount payable on account of differences arising on comparison between return filed by the taxpayer and</td><td>-</td><td>5,37,630/-</td></tr>
</table>

			computation provided u/s 143(1).		
13.	**2019-20 to 2021-22**	TDS Default statement	Interest on short payment, Late filing fee & Penalty for Late filing.	-	1,61,475/-

(ii) **Outstanding Indirect Tax Proceedings**

CRYSTAL CERAMIC INDUSTRIES PRIVATE LTD				
S. No.	**Forum**	**Document**	**Issue**	**Demand Involved (Rs.)**
1.	CESTAT	Excise Matter: F. No. DGCEI/AZU/36-31/2010-11 dated 06.05.2010	**Undervaluation of Excise Duty.** **Tax:** 59,96,269/- **Interest:** Not Determinable **Penalty:** 59,96,269/-	1,19,92,538/-
2.	CESTAT	Excise Matter: F. No. DGCEI/AZU/36-68/2008-09 dated 07.07.2010	**Undervaluation of Excise Duty.** **Tax:** 1,37,89,348/- **Interest:** Not Determinable **Penalty:** 1,37,89,348/-	2,75,78,696/-
AMAZOONE CERAMICS LIMITED				
S. No.	**AY**	**Document**	**Issue**	**Demand Involved (Rs.)**
3.	**2018-19**	VAT & CST Assessment Order	Differential VAT /CST payable on account of difference between Sales and ITC.	12,46,076/-
4.	**2017-18**	VAT & CST Assessment Order		41,69,186/-

GOVERNMENT AND OTHER APPROVALS

Our Company is required to comply with the provisions of various laws and regulations and obtain approvals, registrations, permits and licenses under them for conducting its present business activities. The requirement for approvals may vary based on factors such as the activity being carried out and the legal requirements in the jurisdiction in which we are operating. Further, our obligation to obtain and renew such approvals arises periodically and applications for such approvals are made at the appropriate stage.

Except for the following, as on the date of this Draft Letter of Offer, there are no pending material approvals required for the existing business and operations of our Company and our Company has obtained all material consents, licenses, permissions and approvals from governmental and regulatory authorities that are required for carrying on our present business activities and operations. In the event, some of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we will apply for their renewal, from time to time.

I. MATERIAL PENDING GOVERNMENT AND REGULATORY APPROVALS PERTAINING TO THE OBJECT OF THE ISSUE

Since, our Company intends to utilize the proceeds of the Issue, after deducting Issue related expenses towards part repayment and/or prepayment of all or a portion of certain outstanding borrowings including interest availed by our Company, to meet the working capital requirements of our Company and for general corporate purposes, no government and regulatory approval pertaining to the Objects of the Issue will be required.

II. PENDING MATERIAL GOVERNMENT AND REGULATORY APPROVALS TO CONDUCT OUR BUSINESS

(i) Our Company is yet to obtain a registration or give intimation, as the case may be, for following locations or such locations are not covered under the existing registrations, under the concerned state shops and establishments legislation:

a. Showroom at Mouje: Trajpar Ta. Morbi, Dist.: Morbi Revenue Survey No. 42 Paiki;
b. Godown at Morbi Godown, Sartanpur Road, Behind Mokansar Panjaarapal. 8-A N.H at Wankaner - Morbi;
c. Office at B-25 & 26, Parshwanath Complex - I, Opp. Kuber Cinema, NH 8-A, Morbi - 363641;
d. Showroom at Block No. 83 (Old Block No. 450), Dalpur Taluka, Prantij, Dist. Sabarkantha, Gujarat;
e. Showroom at C.H-5, Eden City, 8A National Highway, Opp. Honest Hotel, Nr. Omkar Petroleum, Lalpur, Morbi – 363642;
f. Godown at Basement floor, WZ-44 Village Dasghara, New Delhi – 110012;
g. Godown at S.No. 37/1 to 4/2/1, Milkat No. 632, Village Pisoli, Tal Haveli, Dist. Pune - 411060. Within limits of Taluka Panchayat Samiti Haveli, Dist. Pune, Grampanchayat Gaon Mouje Pisoli and within the Jurisdiction of Sub Registrar Haveli Pune;
h. Godown at Gala No. 1, GR Floor, Indian Corporation, Bhiwandi;
i. Godown at Ground Floor, Office K-42, L.I.G Janta Quarter, Nanda Nagar, Indore, Madhya Pradesh;
j. Office at 401, B - Satguru Parinay, Vijay Nagar, A.B. Road, Indore;
k. Godown at 23/1 Raj Complex, 80 Feet Road, Opp. Reliance Digital, NGEF Layout, Nagarbhavi, Bangalore – 560072;
l. Showroom at Ground Floor, Unit No. A1 & A0, A Wing - Brahmananda Court, situated at No. 37/17 & 37/18 Lalbaug Road, Bengaluru – 560027;

m. Office at One Part of Space in First Floor, 70 Dr. Alagappa Road, Tatabad, Coimbatore - 641012;
n. Office at First Floor, Mark Diamond Residency, 36 V.O.C. Road, Cantonment, Trichy – 620001;
o. Office at Soho Unit No. 325, Third Floor, Chandigarh City Center, Zirakpur, Tehsil Derabassi, Dist. SAS Nagar Mohali – 140603;
p. Office at Bhuvneshwar, District – Khordha;
q. Showroom at Fifth Floor of the Building 113H Matheswartala Road, Kolkata – 700046;
r. Office at 3rd Floor, 11A/1D, Garg House, Topsia Road East, Topsia, Kolkata, West Bengal, 700046;
s. Showroom at No. 46 2213, NH 47 Bypass, Chakkaraparambu Junction, Vennala P.O., Cochin - 28 Kerala; and
t. Showroom at First Floor, Vyttila, Kerala – 682019;

(ii) Our Company is yet to obtain a registration or enrolment, as the case may be, for following locations or such locations are not covered under the existing registrations or enrolments, under the concerned state professional tax legislations:

a. Showroom at 1st Floor Part Ground Floor, Plot. No. 39, Santosh Heights, Market Yard Road, Opp. Apsara Theater, Pune – 411037;
b. Showroom at 4th Floor, A-402, Citi Point, Kurla Road, Andheri, Mumbai City, Maharashtra – 400059;
c. Showroom at First Floor, Plot No. 39 in Sy No. 120 (Old Sy No. 403/1), Road No. 5, Jubilee Hills, Hyderabad;
d. Showroom at Second Floor, Sriman Chamber, 8-2-293/K/311 & 312, Kamalapuri Colony, Phase 3, Hyderabad – 500073;
e. Showroom at No. 46 2213, NH 47 Bypass, Chakkaraparambu Junction, Vennala P.O., Cochin - 28 Kerala;
f. Showroom at First Floor, Vyttila, Kerala – 682019;
g. Showroom at First Floor, 6 Chase Tower, Rajiv Vihar, Gopalpura Bypass, Jaipur – 302018.

(iii) The GST registrations obtained by Our Company, currently, do not cover its following locations as additional place of business in the respective registrations obtained in various states:

a. Showroom at Mouje: Trajpar Ta. Morbi, Dist.: Morbi Revenue Survey No. 42 Paiki;
b. Godown at Basement floor, WZ-44 Village Dasghara, New Delhi – 110012;
c. Godown at Gala No. 1, GR Floor, Indian Corporation, Bhiwandi;
d. Godown at Ground Floor, Office K-42, L.I.G Janta Quarter, Nanda Nagar, Indore, Madhya Pradesh;
e. Godown at 23/1 Raj Complex, 80 Feet Road, Opp. Reliance Digital, NGEF Layout, Nagarbhavi, Bangalore – 560072;
f. Office at One Part of Space in First Floor, 70 Dr. Alagappa Road, Tatabad, Coimbatore - 641012;
g. Office at 401, B - Satguru Parinay, Vijay Nagar, A.B. Road, Indore;
h. Office at Soho Unit No. 325, Third Floor, Chandigarh City Center, Zirakpur, Tehsil Derabassi, Dist. SAS Nagar Mohali – 140603;
i. Office at Bhuvneshwar, District – Khordha;
j. Showroom at 1st Floor and Part Ground Floor, Plot. No. 39, Santosh Heights, Market Yard Road, Opp. Apsara Theater, Pune – 411037;
k. Showroom at Fifth Floor of the Building 113H Matheswartala Road, Kolkata - 700046, West Bengal;
l. Showroom at No. 46 2213, NH 47 Bypass, Chakkaraparambu Junction, Vennala P.O., Cochin - 28 Kerala;
m. Showroom at First Floor, Vyttila, Kerala – 682019;

n. Showroom at Second Floor, Sriman Chamber, 8-2-293/K/311 & 312, Kamalapuri Colony, Phase 3, Hyderabad – 500073;
o. Showroom at Block No. 83 (Old Block No. 450), Dalpur Taluka, Prantij, Dist. Sabarkantha, Gujarat;

(iv) The Stability Certificate under Rule 3-C of Gujarat Factories Rules, 1963 which, as per the said Rules, is issued for a period of 5 (five) years, was issued for the Idar Unit on January 9, 2018; however, the validity mentioned in the said certificate is from May 27, 2017 till May 26, 2018. Our Company is in the process of getting the said anomaly resolved.

(v) Our Company has obtained separate registration under the Employee State Insurance Act, 1948 for Gujarat and West Bengal; however, for other states where Company has operations no separate codes/ sub codes have been obtained.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorised by a resolution of our Board of Directors passed at its meeting held on July 14, 2021, pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act, 2013.

Our Board, in its meeting held on [●] has resolved to issue the Equity Shares to the Eligible Equity Shareholders, at Rs. [●] per Equity Share (including a premium of Rs. [●] per Equity Share) aggregating up to Rs. [●] crore. The Issue Price is Rs. [●] per Equity Share and has been arrived at by our Company in consultation with the Lead Managers prior to determination of the Record Date

Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares to be allotted in this Issue pursuant to their respective letters each dated [●], respectively. Our Company will also make applications to BSE and NSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see ***"Terms of the Issue"*** beginning on page 289.

PROHIBITION BY SEBI

Except as disclosed below, our Company, our Promoters, members of the Promoter Group or our Director(s) have not been debarred and are not prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI.

Prior to the incumbent Promoters of the Company acquiring the shares of our Company in September 2002, we were *inter alia* known as Karnavati Fincap Limited. The Company, under its previous promoters and management was engaged in financing activities. In July 1999, Karnavati Fincap Limited and one of its promoters, Mr. Satish Panchariya were, amongst others, found guilty of creating an artificial price rise and a false market in the shares of Magan Industries Finance Limited. Consequently, SEBI issued an order prohibiting Karnavati Fincap Limited from dealing in the securities markets for a period of two years from July 30, 1999 to July 29, 2001.

Our Promoter, Rameshkumar Bhikhalal Patel (DIN 00223892) and a member of Promoter Group, Dimpalben Bhogibhai Patel (DIN 07084678) are disqualified by Registrar of Companies u/s 164(2) of the Companies Act, 2013 to act as director for a period from December 01, 2018 till November 30, 2023 as Aster Biospecialities Chemtecq Private Limited, a company in which the said persons were directors did not file its financial statements or annual return for a period of 3 years.

The companies with which our Promoter or our Directors are associated as promoter or directors are not debarred from accessing the capital market by SEBI.

Neither our Promoter nor our directors are declared as Fugitive Economic Offenders.

ASSOCIATION WITH SECURITIES MARKET

We confirm that none of our director(s) is associated with the securities market in any manner except for trading on day-to-day basis for the purpose of investment.

PROHIBITION BY RBI

Neither our Company nor our Promoter or our Directors have been or are identified as Wilful Defaulters.

ELIGIBILITY FOR THIS ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the Stock Exchanges. Our Company is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI (ICDR) Regulations.

COMPLIANCE WITH REGULATIONS 61 AND 62 OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application for listing of the Rights Equity Shares to be Allotted pursuant to the Issue. National Stock Exchange of India Limited ("**NSE**") is the Designated Stock Exchange for the Issue

COMPLIANCE WITH CONDITIONS OF FAST TRACK ISSUE

Our Company satisfies the following conditions specified in Regulation 99 of the SEBI ICDR Regulations and accordingly, our Company is eligible to make this Issue by way of a 'fast track issue':

1) The Equity Shares of our Company have been listed on NSE and BSE since August 23, 2007, each being a recognized stock exchange having, nationwide trading terminals, for a period of at least 3 (three) years immediately preceding the date of filing of this Draft Letter of Offer with the Designated Stock Exchange;

2) The entire shareholding of the Promoters and members of the Promoter Group is 89,55,366 Equity Shares and same are held in dematerialised form as at the date of filing of this Draft Letter of Offer with the Designated Stock Exchange;

3) The average market capitalization of public shareholding of 2,55,32,080 equity shares (as defined under the SEBI ICDR Regulations) is atleast Rs. 250.00 crores;

4) The annualized trading turnover of our Equity Shares during 6 (six) calendar months immediately preceding the month of filing of this Draft Letter of Offer with the Designated Stock Exchange has been at least 2% of the weighted average number of Equity Shares listed during such six-months period;

5) The annualized delivery-based trading turnover of the equity shares during 6 (six) calendar months immediately preceding the month of filing of this Draft Letter of Offer has been at least 10% of the annualized trading turnover of equity shares during such 6 (six) months' period;

6) Our Company has been in compliance with the equity listing agreement or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as

applicable, for a period of atleast 3 (three) years immediately preceding the date of filing of this Draft letter of Offer with the Designated Stock Exchange;

7) The Company has redressed atleast 95% of the complaint received from the investors until the end of the quarter immediately preceding the month at the date of filing of this Draft Letter of Offer with the Designated Stock Exchange;

8) No show-cause notices, excluding proceedings for imposition of penalty, have been issued by the Securities and Exchange Board of India ("**SEBI**") and are pending against Our Company its Promoters or whole-time directors. Further, no show-cause notices have been issued or adjudication proceedings or prosecution proceedings initiated by SEBI against our Company, its Promoter, its directors or its Group Companies which have not been disclosed in this Draft Letter of Offer, along with its potential adverse impact on our Company;

9) Our Company or our Promoters or members of the Promoter Group or our Directors has not settled any alleged violation of SEBI laws through the consent or settlement mechanism with SEBI during 3 (three) years immediately preceding the date of filing of this Draft Letter of Offer with the Designated Stock Exchange;

10) Our Equity Shares have not been suspended from trading as a disciplinary measure during the last 3 (three) years immediately preceding the date of filing of this Draft letter of Offer with the Designated Stock Exchange;

11) There is no conflict of interest between Lead Managers and Our Company or its Group Companies in accordance with applicable regulations;

12) Our Promoter and members of the Promoter Group has undertaken to subscribe to the full extent of its respective Rights Entitlements and shall not renounce their rights, except to the extent of renunciation within the Promoter Group, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR. In addition, our Promoter and members of the Promoter Group reserves the right to subscribe to the unsubscribed portion in the Issue, if any, subject to compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws.

    Any participation by our Promoter and member of the Promoter Group, over and above its Rights Entitlements, shall not result in a breach of the minimum public shareholding requirements prescribed under applicable law.

    For subscription by our Promoter and members of the Promoter Group and details in relation to compliance with minimum public shareholding norms prescribed under the SCRR, see ***"Capital Structure - Intention and extent of participation by our Promoter and members of the Promoter Group"*** on page 62-63; and

13) There are no audit qualifications (as defined under the SEBI ICDR Regulations) on the audited accounts of our Company in respect of the Financial Year for which such accounts are disclosed in this Draft Letter of Offer.

COMPLIANCE WITH PART B OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI (ICDR) Regulations as explained below:

1) Our Company has been filing periodic reports, statements and information in compliance with the Listing Agreement or the SEBI Listing Regulations, as applicable for the last one year immediately preceding the date of filing of this Draft Letter of Offer with the Designated Stock Exchange;

2) The reports, statements and information referred to above are available on the websites of NSE and BSE and;

3) Our Company has an investor grievance-handling mechanism which includes meeting of the Shareholders' Relationships Committee at frequent intervals, appropriate delegation of power by our Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in this Draft Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF LETTER OF OFFER TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. THE LEAD MANAGERS, HOLANI CONSULTANTS PRIVATE LIMITED AND BOI MERCHANT BANKERS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ICDR) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER, THE LEAD MANAGERS, HOLANI CONSULTANTS PRIVATE LIMITED AND BOI MERCHANT BANKERS LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGERS, HOLANI CONSULTANTS PRIVATE LIMITED AND BOI MERCHANT BANKERS LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] WHICH READS AS FOLLOWS:
[●]

DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGERS

Our Company and the Lead Managers accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in the advertisements or any other material issued by or at our instance of our Company and that anyone placing reliance on any other source of information would be doing so at his or her own risk.

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Lead Managers and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and are replying on independent advice/ evaluation as to their ability and quantum of investment in this Issue.

CAUTION

Our Company and the Lead Managers shall make all relevant information available to the Eligible Equity Shareholders in accordance with SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Equity Shares and rights to purchase the Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

DISCLAIMER IN RESPECT OF JURISDICTION

This Draft Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, India only.

DESIGNATED STOCK EXCHANGE

The Designated Stock Exchange for the purpose of the Issue will be NSE.

DISCLAIMER OF THE BSE

As required, a copy of this Draft Letter of Offer has been submitted to BSE. The Disclaimer Clause as intimated by the BSE to us, post scrutiny of the Draft Letter of Offer, is as follows:

[●]

DISCLAIMER OF THE NSE

As required, a copy of this Draft Letter of Offer has been submitted to NSE. The Disclaimer Clause as intimated by the NSE to us, post scrutiny of the Draft Letter of Offer, is as follows:

[●]

SELLING RESTRICTIONS

The distribution of this Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form and the issue of Rights Entitlements any other issue material **(collectively, "Issue Materials")** and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, the Rights

Entitlement Letter and the Application Form may come are required to inform themselves about and observe such restrictions.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders who are (i) within the United States and to U.S. Persons that are U.S. QIBs, pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also QPs in reliance upon section 3(c)(7) of the U.S. Investment Company Act, and (ii) outside the United States and to non-U.S. Persons in offshore transactions in reliance on Regulation S located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of this Draft Letter of Offer / Letter of Offer/ Abridged Letter of Offer and Application Form or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Draft Letter of Offer is being filed with SEBI and the Stock Exchanges.

This Draft Letter of Offer and its accompanying documents will be supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

If this Draft Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Draft Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the receipt of this Draft Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information.

NOTICE TO INVESTORS IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S, EXCEPT FOR THESE PURPOSES, U.S. PERSONS INCLUDE PERSONS WHO WOULD OTHERWISE HAVE BEEN EXCLUDED FROM SUCH TERM SOLELY BY VIRTUE OF RULE 902(K)(1)(VIII)(B) OR RULE 902(K)(2)(I)) EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE RIGHTS ENTITLEMENTS (INCLUDING THEIR CREDIT) AND THE EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD (I) WITHIN THE UNITED STATES OR TO U.S. PERSONS THAT ARE U.S. QIBS PURSUANT TO THE PRIVATE PLACEMENT EXEMPTION SET OUT IN SECTION 4(A)(2) OF THE U.S. SECURITIES ACT, THAT ARE ALSO QPS IN RELIANCE UPON SECTION 3(C)(7) OF THE U.S. INVESTMENT COMPANY ACT AND (II) OUTSIDE THE UNITED STATES TO NON-U.S. PERSONS IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATION S UNDER THE U.S. SECURITIES ACT AND THE APPLICABLE LAWS OF THE JURISDICTION WHERE THOSE OFFERS AND SALES OCCUR. OUR COMPANY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. INVESTMENT COMPANY ACT AND INVESTORS WILL NOT BE ENTITLED TO THE BENEFITS OF THE U.S. INVESTMENT COMPANY ACT. THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES MAY NOT BE RE-OFFERED, RE-SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH REGULATION S TO A PERSON OUTSIDE THE UNITED STATES AND NOT REASONABLY KNOWN BY THE TRANSFEROR TO BE A U.S. PERSON BY PRE – ARRANGEMENT OR OTHERWISE (INCLUDING, FOR THE AVOIDANCE OF DOUBT, A BONAFIDE SALE ON THE STOCK EXCHANGES).

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made (other than persons in the United States who are both U.S. QIBs and QPs). No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States (in each case, other than from persons in the United States who are both U.S. QIBs and QPs) or from any other jurisdiction where it would be illegal to make an offer of securities under this Draft Letter of Offer. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch, only through email, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, that it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States and is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (unless the Application Form is submitted by a U.S. QIB in the United States who is also a QP) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and such person is complying with laws of jurisdictions applicable to such person in connection with this Issue and have obtained requisite approvals before applying in this Issue; or (iii) where either a registered Indian address is not provided or our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

NOTICE TO INVESTORS

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS DRAFT LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS AND EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS DRAFT LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS.

FILING

Our company complies with the Regulation 99 of SEBI (ICDR) Regulations, 2018 under the Fast-Track eligibility criteria. This Draft Letter of Offer has been filed with Stock Exchanges (BSE and NSE) for its observations. After Stock Exchanges give its observations and In-principle approval, the final Letter of Offer will be filed with the Designated Stock Exchange as per the provisions of the SEBI ICDR Regulations.

Further, in terms of the SEBI (ICDR) Regulations, Our Company will simultaneously after filing this Letter of Offer with the Designated Stock Exchange, do an online filing with SEBI through SEBI Intermediary portal at https://siportal.sebi.gov.in in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by SEBI and in light of the SEBI notification dated March 27, 2020, our Company will submit a copy of this Letter of Offer to the email address: cfddil@sebi.gov.in.

INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

Our Company has adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements under the Listing Agreement.
Our Company has a Stakeholders Relationship Committee which currently comprises of Dr. Indira Nityanandam (Independent and Non-Executive Director), Mr. Kandarp Trivedi (Additional Independent and Non-Executive Director) and Mr. Kamleshbhai Patel (Executive Director (Chairman and Managing Director). The broad terms of reference include reviewing cases for refusal of transfer or transmission of securities, redressal of stakeholders and investor complaints, reference to statutory and regulatory authorities regarding security holder's grievances, ensuring proper and timely attendance and redressal of security holders' queries and grievances, review of measures for effective exercise of voting rights, reviewing of adherence to the service standards adopted by our Company in respect of various services being rendered by the Registrar and share transfer agents, reviewing of the various measures and initiatives taken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants, annual reports and statutory notices by the shareholders of our Company. We have been registered with the SEBI Complaints Redress System

(SCORES) as required by the SEBI circular bearing reference number CIR/OIAE/2/2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

The Investor complaints received by our Company are generally disposed of within 5 working days from the date of receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post Issue related matter. All grievances relating to the ASBA process or the R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP process). For details on the ASBA process and R-WAP, see *"Terms of the Issue"* beginning on page 289. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Registrar to the Issue

Link Intime India Private Limited
C-101, 247 Park, L B S Marg,
Vikhroli (West), Mumbai – 400 083
Telephone: +91 (22) 4918 6200
E-mail Id: agl.rights@linkintime.co.in
Investor grievance e-mail: agl.rights@linkintime.co.in
Contact person: Shanti Gopalkrishnan
Website: www.linkintime.co.in
SEBI registration number: INR000004058

Company Secretary and Compliance Officer

Dhruti Mahesh Trivedi
G-401, Indraprastha – 5, Opp. Auda Garden,
Prahladnagar, Ahmedabad City,
Ahmedabad, Gujarat – 380015
Tel: +91 – 9825800305
Email: legal1@aglasiangranito.com

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (www.linkintime.co.in). Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties is +91 (22) 4918 6200.

SECTION VII: ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and the Lead Managers are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Draft Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Relaxation Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Draft Letter of Offer.

Investors are requested to note that application in this issue can only be made through ASBA or by R-WAP facility. Further, this R-WAP facility in addition to ASBA and the relaxation on applications to be made by physical shareholders, are onetime relaxations made available by SEBI in view of the COVID 2019 and shall not be a replacement of the existing process under the SEBI ICDR regulations. For guidance on the application process through R-WAP and resolution of difficulties faced by investors, you are advised to read the frequently asked question (FAQ) on the website of the registrar at www.linkintime.co.in.

Please note that in accordance with the provisions of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 ("SEBI – Rights Issue Circular"), all investors (including renouncee) shall make an application for a rights issue only through ASBA facility. However, in view of the COVID-19 pandemic and the lockdown measures undertaken by Central and State Governments, relaxation from the strict enforcement of the SEBI –Rights Issue Circular has been provided by SEBI, vide its Circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 06, 2020, Circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021and Circular SEBI/HO/CFD/DIL2/CIR/P/2021/552dated April 22, 2021. As per the said circulars, all eligible shareholders shall be able to apply to this Issue through an optional mechanism (non-cash mode only), in this case being R-WAP in addition to the ASBA facility

OVERVIEW

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.

1. **DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:**

In accordance with the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, our Company will send/ dispatch at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ***("Issue Materials")*** only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can also access the Draft Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securitieslaws) on the websites of:

a) Our Company at www.aglasiangranito.com
b) the Registrar to the Issue at www.linkintime.co.in
c) the Lead Managers i.e., (a) Holani Consultants Private Limited at www.holaniconsultants.co.in and (b) BOI Merchant Bankers Limited at www.boimb.com
d) the Stock Exchanges at www.bseindia.com and www.nseindia.com; and
e) the Registrar's web-based application platform at www.linkintime.co.in ("**R-WAP**")

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.aglasiangranito.com).

Please note that neither our Company nor the Registrar nor the Lead Managers shall be responsible for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates or the Lead Managers or their respective affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person’s jurisdiction and India, without requirement for our Company or our affiliates or the Lead Managers or their respective affiliates to make any filing or registration (other than in India).

2. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident Investors in this Issue, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see ***“Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders”*** *beginning on page* 307-309.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

(i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or

(ii) the requisite internet banking or UPI details (in case of Application through R-WAP, which is available only for resident Investors).

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB) and R-WAP. Please note that incorrect depository account details or PAN or Application Forms without depository account details (except in case of Eligible Equity Shareholders who hold Equity Shares in physical form and are applying in this Issue in accordance with the SEBI Relaxation Circular through R-WAP) shall be treated as incomplete and shall be rejected. For details see *"- Grounds for Technical Rejection"* on pages 302-303. Our Company, the Lead Managers, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see ***"- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process"*** beginning on page 296-298.

- ***Options available to the Eligible Equity Shareholders***

  The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

  If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

  (i) apply for its Equity Shares to the full extent of its Rights Entitlements; or

  (ii) apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or

  (iii) apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or

  (iv) apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or

  (v) renounce its Rights Entitlements in full.

- ***Making of an Application through the ASBA process***

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

The Lead Managers, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Do's for Investors applying through ASBA:

a) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.

b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.

c) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.

e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.

g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Don'ts for Investors applying through ASBA:

a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.

b) Do not send your physical Application to the Lead Managers, the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.

c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.

d) Do not submit Application Form using third party ASBA account.

- ***Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process***

In accordance with the SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at www.linkintime.co.in), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process and R-WAP facility should be utilized only in the event that Investors are not able to utilize the ASBA facility for making an Application despite their best efforts.

At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP. Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds.

Set out below is the procedure followed using the R – WAP:

a) Prior to making an Application using the R-WAP facility, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the relevant bank account is less than the total amount payable on submission of online Application Form, such Application shall be rejected. Please note that R-WAP is a non-cash payment mechanism in accordance with the SEBI Relaxation Circulars.

b) Resident Investors should visit R-WAP (accessible at www.linkintime.co.in) and fill the online Application Form available on R-WAP in electronic mode. Please ensure that you provide correct DP ID, Client ID, PAN and Folio number (for resident Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) along with all other details sought for while submitting the online Application Form.

c) Non-resident Investors are not eligible to apply in this Issue through R-WAP.

d) Investors should ensure that Application process is verified through the e-mail / phone / mobile number or other means as applicable. Post due verification, Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Equity Shares to be applied for in the Issue. Please note that the Application Money will be determined based on number of Equity Shares applied for.

e) Investors who are Renouncees should select the category of 'Renouncee' at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renouncees shall also be required to provide the required Application details, such as total number of Equity Shares applied for in the Issue.

f) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.

g) Verification, if any, in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of our Company containing Investor's bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.

h) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account **"[●]"** opened by our Company with the Escrow Collection Bank(s).

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked questions, visit the online/ electronic dedicated investor helpdesk (www.linkintime.co.in) or call helpline number (+91 (22) 4918 6200).

PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. OUR COMPANY, THE REGISTRAR AND THE LEAD MANAGERS SHALL NOT BE RESPONSIBLE IF THE APPLICATION IS NOT SUCCESSFULLY SUBMITTED OR REJECTED DURING THE BASIS OF ALLOTMENT ON ACCOUNT OF FAILURE TO BE IN COMPLIANCE WITH THE SAME. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE *"RISK FACTORS - THE R-WAP FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS"* ON PAGE 49.

Do's for Investors applying through R-WAP:

a) Ensure that the details of the correct bank account have been provided while making payment along with submission of the Application.

b) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in the bank account through which payment is made using the R-WAP.

c) Ensure that you make the payment towards your Application through your bank account only and not use any third-party bank account for making the payment.

d) Ensure that you receive a confirmation e-mail or confirmation through other applicable means on successful transfer of funds.

e) Ensure you have filled in correct details of PAN, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date), DP ID and Client ID, as applicable and all such other details as may be required.

f) Ensure that you receive an acknowledgement from the R-WAP for your submission of the Application.

Don'ts for Investors applying through R-WAP:

a) Do not apply from bank account of third parties.

b) Do not apply if you are a non-resident Investor.

c) Do not apply from non-resident account.

- ***Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process***

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

PLEASE NOTE THAT THE APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his / her bank, must reach the office of the Designated Branch of the SCSB's before the Issue Closing Date and should contain the following particulars:

1) Name of our Company, being Asian Granito India Limited.

2) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

3) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;

4) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue.

5) Number of Equity Shares held as on Record Date;

6) Allotment option – only dematerialised form;

7) Number of Equity Shares entitled to;

8) Number of Equity Shares applied for within the Rights Entitlements;

9) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);

10) Total number of Equity Shares applied for;

11) Total amount paid at the rate of Rs. [●] per Equity Share;

12) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;

13) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;

14) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

15) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and

16) All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the US Securities Act of 1933, as amended (the "US Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act ("Regulation S") to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and United States and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Draft Letter of Offer.

I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Managers and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.linkintime.co.in

Our Company, the Lead Managers and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

- ***Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form***

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;

b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;

c) The remaining procedure for Application shall be same as set out in ***"- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process"*** beginning on page 296-298.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process or using the R-WAP.

Application for Additional Equity Shares

Investors are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in ***"- Basis of Allotment"*** beginning on page 317-318.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Additional general instructions for Investors in relation to making of an Application

a) Please read this Draft Letter of Offer carefully to understand the Application process and applicable settlement process.

b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section ***"Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process"*** on page 296-298.

d) Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filled on the R-WAP. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

e) Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar or the Lead Managers.

f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be ***"suspended for credit"*** and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.

g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation *("Demographic Details")* are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar or the Lead Managers shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.**

h) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

j) Investors should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Managers, SCSBs or the Registrar will not be liable for any such rejections.

k) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

l) All communication in connection with Application for the Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

m) Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

q) Do not pay the Application Money in cash, by money order, pay order or postal order.

r) Do not submit multiple Applications.

s) No investment under the FDI route (i.e any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Managers and our Company will not be responsible for any allotments made by relying on such approvals.

t) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

- ***Grounds for Technical Rejection***

Applications made in this Issue are liable to be rejected on the following grounds:

a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.

b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.

c) Sending an Application to our Company, the Lead Managers, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.

d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.

f) Account holder not signing the Application or declaration mentioned therein.

g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.

h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.

i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.

k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Draft Letter of Offer.

m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.

n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.

o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.

p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

q) Applications which have evidence of being executed or made in contravention of applicable securities laws.

r) Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

s) Applications under the R-WAP process are liable to be rejected on the following grounds (in addition to above applicable grounds including in relation to insufficient funds available in the opted bank account):

Applications by non-resident Investors.

a) Payment from third party bank accounts.

- ***Multiple Applications***

  In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see ***"- Procedure for Applications by Mutual Funds"*** on page 306.

  In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications on R-WAP as well as through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoter or members of the Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in ***"Capital Structure - Intention and extent of participation by our Promoter and Promoter Group"*** on page 62-63.

- ***Procedure for Applications by certain categories of Investors***

  Procedure for Applications by FPIs

  In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be reclassified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates (i.e., 100%).

  FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which maybe specified by the Government from time to time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and

b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility or using R-WAP (available only for residents). Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Managers and our Company will not be responsible for any allotments made by relying on such approvals.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India **("OCI")** may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid- up equity capital on a fully diluted basis or should not exceed 5%

of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country **("Restricted Investors"),** will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●] i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Draft Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in ***"- Basis of Allotment"*** beginning on page 317-318.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted or sending the e-mail withdrawal request to agl.rights@linkintime.co.in in case of Application through R-WAP facility. However, no Investor, whether applying through ASBA facility or R-WAP facility, may withdraw their application post the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form and the R-WAP platform would generate an electronic acknowledgment to the Eligible Equity Shareholders upon submission of the Application.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA or refunded to the Investors in the same bank account through which Application Money was received, in case of an application using the R-WAP facility. Wherever an application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

3. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

- ***Rights Entitlements***

  As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as set out in the Rights Entitlement Letter.

  Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.aglasiangranito.com).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e., [●]). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, [●]) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

4. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

- ***Renouncees***

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

- ***Renunciation of Rights Entitlements***

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

- ***Procedure for Renunciation of Rights Entitlements***

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges ***(the "On Market Renunciation")***; or (b) through an off-market transfer ***(the "Off Market Renunciation")***, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue

Closing Date.

The Lead Managers and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

a) On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [●] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN [●] and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

b) Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

5. MODE OF PAYMENT

All payments against the Application Forms shall be made only through (i) ASBA facility; or (ii) internet banking or UPI facility if applying through R-WAP. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility or internet banking or UPI facility if applying through R-WAP.

In case of Application through the ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stockinvest scheme has been withdrawn. Hence, payment through stockinvest would not be accepted in this Issue.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility or internet banking or UPI facility if applying through R-WAP. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1) In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.

2) Subject to the above, in case Equity Shares are allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India.

3) In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.

4) Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.

5) In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.

6) Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares.

For details of mode of payment in case of Application through R-WAP, see ***"- Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process"*** on pages 294-296.

6. BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see ***"The Issue"*** beginning on page 54.

- **Fractional Entitlements**

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of [●] ([●] Equity Shares for every [●] Equity Shares held as on the Record Date). As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in the multiple of [●] Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Equity Share if they apply for additional Equity Shares over and above their Rights Entitlements, if any, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder hold [●] Equity Shares, such Equity Shareholder will be entitled to [●] Equity Share and will also be given a preferential consideration for the Allotment of one additional Equity Share if such Eligible Equity Shareholder has applied for additional Equity Shares, over and above his/her Rights Entitlements, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have 'zero' entitlement for the Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the Allotment of one Equity Share, if such Eligible Equity Shareholders apply for additional Equity Shares, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

- **Ranking**

The Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Equity Shares to be issued and allotted under this Issue shall rank pari passu with the existing Equity Shares, in all respects including dividends.

- **Listing and trading of the Equity Shares to be issued pursuant to this Issue**

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE [●] and from the NSE [●]. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE **(Scrip Code: 532888)** and NSE **(Scrip Code: ASIANTILES)** under the **ISIN: INE022I01019**. The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within seven days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Equity Shares, and if any such money is not refunded/ unblocked within eight days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

- **Subscription to this Issue by our Promoter and members of the Promoter Group**

For details of the intent and extent of subscription by our Promoter and members of the Promoter Group, see ***"Capital Structure - Intention and extent of participation by our Promoter and Promoter Group"*** on page 62-63.

- **Rights of Holders of Equity Shares of our Company**

Subject to applicable laws, Shareholders who have been Allotted Equity Shares pursuant to the Issue shall have the following rights:

a) The right to receive dividend, if declared;

b) The right to receive surplus on liquidation;

c) The right to receive offers for rights shares and be allotted bonus shares, if announced;

d) The right to free transferability of Equity Shares;

e) The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in this Draft Letter of Offer; and

f) Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

7. GENERAL TERMS OF THE ISSUE

- ***Market Lot***

The Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Equity Shares in dematerialised mode is one Equity Share.

- ***Joint Holders***

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

- ***Nomination***

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

- ***Arrangements for Disposal of Odd Lots***

The Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Equity Share and hence, no arrangements for disposal of odd lots are required.

- ***Notices***

In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Gujarati language daily newspaper with wide circulation (Gujarati being the regional language of Ahmedabad, where our Registered and Corporate Office is situated).
This Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

- ***Offer to Non-Resident Eligible Equity Shareholders/Investors***

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at agl.rights@linkintime.co.in. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and the Lead Managers and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, the Lead Managers and the Stock Exchanges. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.
In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Managers.

Please note that only resident Investors can submit an application using the R-WAP.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. at agl.rights@linkintime.co.in.

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES

ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE **"ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS"** ON PAGE 318-319.

8. ISSUE SCHEDULE

Event	Indicative Date
Last Date for credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last date for On Market Renunciation of Rights Entitlements #	[●]
Issue Closing Date*	[●]
Finalization of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

 # Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

** Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●]

9. BASIS OF ALLOTMENT

Subject to the provisions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.

b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

d) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Equity Shares in this Issue, along with:

a) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;

b) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and

c) The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

For Applications through R-WAP, instruction will be sent to Escrow Collection Bank(s) with list of Allottees and corresponding amount to be transferred to the Allotment Account(s). Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Escrow Collection Bank(s) to refund such Applicants.

10. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations (including in respect of Applications made through R-WAP facility) or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations (including in respect of Applications made through R-WAP facility) or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations (including in respect of Applications made through R-WAP facility) or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 15 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In case of Applications through R-WAP, refunds, if any, will be made to the same bank account from which Application Money was received. Therefore, the Investors should ensure that such bank accounts remain valid and active.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded / unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

11. PAYMENT OF REFUND

- ***Mode of making refunds***

  The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes. Please note that payment of refund in case of Applications made through R-WAP shall be through modes under (b) to (g) below.

  a) Unblocking amounts blocked using ASBA facility.

  b) **NACH** – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

  c) **National Electronic Fund Transfer ("NEFT")** – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code ("IFSC Code"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

d) **Direct Credit** – Investors having bank accounts with the Banker(s) to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.

e) **RTGS** – If the refund amount exceeds Rs. 2,00,000/-, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.

f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.

g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

In case of Application through R-WAP, refunds, if any, will be made to the same bank account from which Application Money was received. Therefore, the Investors should ensure that such bank accounts remain valid and active. In accordance with the SEBI Circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/552dated April 22, 2021, in case of Applications made through the RWAP facility, refunds, if any for un-allotted or partially allotted applications shall be completed on or before T+1 day (T being the date of finalisation of Basis of Allotment).

- ***Refund payment to non-residents***

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

12. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

- ***Receipt of the Equity Shares in Dematerialized Form***

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Investors shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement dated February 01, 2007 with NSDL and an agreement dated February 02, 2007 with CDSL which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialised form is as under:

a) Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.

b) It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.

c) The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.

d) If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Equity Shares and the Application Form will be rejected.

e) The Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.

f) Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.

g) Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

13. IMPERSONATION

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register

any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least Rs. 10 lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount. In case the fraud involves (i) an amount which is less than Rs. 10 lakhs or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to Rs. 50 lakhs or with both.

14. UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

A. All monies received out of this Issue shall be transferred to a separate bank account;

B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

15. UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.

2) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken within the time limit specified by SEBI.

3) The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.

4) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.

5) In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.

6) Adequate arrangements shall be made to collect all ASBA Applications and record all Applications made under the R-WAP process.

7) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

16. INVESTOR GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1) Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Draft Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.

2) All enquiries in connection with this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed ***"Asian Granito India Limited – Rights Issue"*** on the envelope and postmarked in India or in the e-mail) to the Registrar at the following address:

Link Intime India Private Limited
C-101, 247 Park, L B S Marg
Vikhroli (West), Mumbai – 400 083
Telephone: +91 (22) 4918 6200
E-mail id: agl.rights@linkintime.co.in
Investor grievance e-mail id: agl.rights@linkintime.co.in
Contact person: Shanti Gopalkrishnan
Website: www.linkintime.co.in
SEBI registration number: INR000004058

3) In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (www.linkintime.co.in). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is +91(22) 4918 6200.

This Issue will remain open for a minimum 15 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, the FDI Policy, FEMA and rules and regulations made thereunder. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are RBI and the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**DPIIT**").

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued consolidated FDI Policy, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DPIIT issues an updated circular. The Government has also enacted Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Rules, 2019 in supersession of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) Regulations, 2018.

Investment by Non-Resident Indians (NRI)

On Repatriation Basis: As per Schedule 3 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, an NRI or OCI may purchase or sell shares of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions that NRIs or OCIs may purchase and sell shares through a branch designated by an authorised dealer for the purpose; and the total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the company.

On Non-Repatriation Basis: As per Schedule 4 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, purchase by an NRI/OCI, including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs/OCIs, on non-repatriation basis of shares and convertible debentures or warrants issued by a company without any limit either on the stock exchange or outside, it will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. However, NRI/ OCI, including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs/OCIs, is prohibited from making any investment, under Schedule 4, in capital instruments or units of a Nidhi company or a company engaged in agricultural/ plantation activities or real estate business or construction of farm houses or dealing in transfer of development rights.

Investment by Foreign Portfolio Investors (FPIs) and Foreign Venture Capital Investor ("FVCI")

FPIs are permitted to subscribe to Equity Shares of an Indian Company in a public offer without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. SEBI registered FPIs have been permitted to purchase shares of an Indian company through Issue, subject to total FPI investment being within the individual FPI investment limit of below 10% of the paid-up equity capital of the Indian Company on a fully diluted basis and subject to the aggregate limit of all FPIs put together being 24% of the paid-up equity capital of the Indian company. However, this aggregate limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

With effect from October 15, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as laid out in Section 5.2 of the FDI Policy, 2020, with respect to its paid-up equity capital on a fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants. The aggregate limit as provided above may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively before March 31, 2020. The Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively; however, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold.

A FVCI may invest in securities on a recognized stock exchange subject to the provisions of the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.

Investment by other Non-Residents

As per Schedule 1 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, a person resident outside India may purchase of capital instruments of a listed Indian company on a stock exchange in India provided the person resident outside India making the investment has already acquired control of such company in accordance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and continues to hold such control and the amount of consideration may be paid as per the mode of payment prescribed in Schedule 1 or out of the dividend payable by Indian investee company in which the person resident outside India has acquired and continues to hold the control in accordance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 provided the right to receive dividend is established and the dividend amount has been credited to a specially designated non-interest bearing rupee account for acquisition of shares on the recognised stock exchange.

Applicants/ Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

No person shall make an application in the Issue, unless such person is eligible to acquire Equity Shares of our Company in accordance with applicable laws, rules, regulations, guidelines and approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION VIII: OTHERS INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10.00 a.m. to 5.00 p.m. on all working days from the date of this Draft Letter of Offer until the Issue Closing Date. Additionally, any person intending to inspect the above-mentioned contracts and documents electronically may do so, by writing an email to cs@aglasiangranito.com.

A. Material Contracts for the Issue

- Issue Agreement dated August 20, 2021 between our Company and the Lead Managers.
- Registrar Agreement dated August 20, 2021 between our Company and the Registrar to the Issue.
- Escrow Agreement dated [●] amongst our Company, the Lead Managers, the Registrar to the Issue and the Bankers to the Issue.
- Monitoring Agency Agreement dated [●] between our Company and the Monitoring Agency.

B. Material Documents

- Certified copies of the updated Memorandum of Association and Articles of Association of our Company.
- Certificate of incorporation of our Company and certificate of incorporation consequent upon change in name of our Company are as under:

Change of Name	Fresh COI Date
From Karnavati Fincap Private Limited to Karnavati Fincap Limited	August 29, 1995
From Karnavati Fincap Limited to Panchariya Textile Industries Limited	March 18, 1999
From Panchariya Textile Industries Limited to Vasudev Textile Industries Limited	July 28, 2000
From Vasudev Textile Industries Limited to Asian Granito India Limited	November 25, 2002

- Prospectus dated August 08, 2007, in respect of the initial public offer of equity shares of face value of Rs. 10/- each by our Company.
- Resolution of our Board dated July 14, 2021 in relation to approval of the Issue and other related matters.

- Resolution passed by our Board dated [●] finalizing the terms of the Issue including Record Date and the Rights Entitlement ratio.

- Consents of our Directors, Company Secretary and Compliance Officer, the Lead Managers, Statutory Auditor, Banker(s) to the Issue, Legal Advisor to the Issue, the Registrar to the Issue and the Monitoring Agency for inclusion of their names in this Draft Letter of Offer to act in their respective capacities.

- The Audited Consolidated Financial Statements and the Unaudited Consolidated June Financial Results and the review reports thereon, dated May 31, 2021 and August 06, 2021 respectively.

- Annual Reports of our Company for Fiscal 2020, 2019, 2018, 2017 and 2016.

- Statement of Special Tax Benefits available to our Company and its shareholders and its Material Subsidiaries under the applicable laws in India issued by our Statutory Auditors, M/s. R R S & Associates, Chartered Accountants dated August 20, 2021.

- Due diligence certificate dated [●] addressed to SEBI from the Lead Managers.

- In principle approvals each dated [●] issued by BSE and NSE respectively under Regulation 28(1) of the SEBI Listing Regulations.

- Tripartite Agreement dated February 01, 2007 between our Company, Registrar to the Issue and NSDL.

- Tripartite Agreement dated February 02, 2007 between our Company, Registrar to the Issue and CDSL.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-

____

Kamleshkumar Bhagubhai Patel
Chairman and Managing Director

Date: August 24, 2021

Place: Ahmedabad

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-

____

Mukeshbhai Jivabhai Patel
Managing Director

Date: August 24, 2021

Place: Ahmedabad

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-

____

Sureshbhai Jivabhai Patel
Executive Director

Date: August 24, 2021

Place: Ahmedabad

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-

____

Bhogilal Bhikhabhai Patel
Executive Director

Date: August 24, 2021

Place: Ahmedabad

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-

____

Bhaveshkumar Vinodbhai Patel
Executive Director

Date: August 24, 2021

Place: Ahmedabad

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-

____

Kanubhai Bhikhabhai Patel
Executive Director

Date: August 24, 2021

Place: Ahmedabad

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-

Dipti Atul Mehta
Independent Director

Date: August 24, 2021

Place: Ahmedabad

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-

____

Mukesh Mahendrabhai Shah
Independent Director

Date: August 24, 2021

Place: Ahmedabad

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-

____

Hememdra Kumar Chamanlal Shah
Independent Director

Date: August 24, 2021

Place: Ahmedabad

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-
____

Indira Nityanandam
Independent Director

Date: August 24, 2021

Place: Ahmedabad

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-

____

Maganlal Joitabhai Prajapati
Independent Director

Date: August 24, 2021

Place: Ahmedabad

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-

Kandarp Gajendra Trivedi
Independent Director

Date: August 24, 2021

Place: Ahmedabad

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF THE COMPANY

SD/-

____

Amarendra Kumar Gupta
Chief Financial Director

Date: August 24, 2021

Place: Ahmedabad