

**Asian Granito India Ltd.**

**Regd. & Corp. Office:**

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CIN : L17110GJ1995PLC027025



— Beautiful Life —

Date: 30.05.2019

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

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

Scrip Code: 532888

Dear Sir/ Madam,

**Sub: Annual Secretarial Compliance Report of Asian Granito India Limited**

Pursuant to the SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, we enclose herewith the Secretarial Compliance Report of Asian Granito India Limited for the year ended 31<sup>st</sup> March, 2019, issued by M/S Rajesh Parekh & Company, Company Secretaries, Ahmedabad.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Asian Granito India Limited

**Kamleshbhai B. Patel**  
Chairman and Managing Director  
DIN: 00229700

Encl.: As above





**Secretarial Compliance Report of Asian Granito India Limited  
(CIN: L17110GJ1995PLC027025) for the year ended 31<sup>st</sup> March, 2019**

I, Rajesh Parekh, Practicing Company Secretary has examined:

- (a) all the documents and records made available to us and explanation provided by Asian Granito India Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

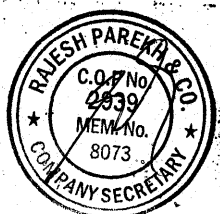
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<p><b>Regulation 47(2) of LODR</b></p> <p>The listed entity shall give a reference in the newspaper publication, in sub-regulation (1), to link of the website of listed entity and stock exchange(s), where further details are available.</p>	<p>The Company has not provided link of Website of Company and Stock Exchanges where securities are listed.</p>	<p>The Company has not complied with the Regulation 47(2) of LODR.</p>
2.	<p><b>BSE Circular dated 20/06/2018 in respect of Enforcement of SEBI orders regarding appointment of Directors by listed entities</b></p> <p>Listed companies and its Nomination Committee while considering a person for appointment as director, shall verify that the said person is not debarred from holding the office of director pursuant to any SEBI order.</p> <p>The Listed Companies shall, while informing the Exchange through corporate announcements for appointment of Director, specifically affirm that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Non-inclusion of such fact will be regarded as inadequate submission and the same would be subject to action as deemed fit under Regulation 30 of the LODR.</p>	<p>During the year Company has appointed three Directors namely, Mr. Mukesh M. Shah (Date of Appointment: 14/11/2018), Mr. Vishwavir S. Das (Date of Appointment: 05/12/2018) and Mrs, Dipti A. Mehta (Date of Appointment: 12/02/2019), but Company has not made corporate announcement affirming that Directors being appointed are not debarred from holding the office of Director by virtue of SEBI order.</p>	<p>The Company has not complied with BSE Circular dated 20/06/2018 in respect of Enforcement of SEBI orders regarding appointment of Directors by listed entities at the time of appointment of Director. However company has made announcement on 28/05/2019.</p>
3.	<p><b>Regulation 44(3) of LODR</b></p> <p>The listed entity shall submit to the stock exchange, within forty eight hours of conclusion of its General Meeting, details regarding the voting results in the format specified by the Board.</p>	<p>The 23<sup>rd</sup> Annual General Meeting of the Company dated 18<sup>th</sup> September, 2018 was concluded at 12:00 p.m. and Company has submitted details of voting result on 20<sup>th</sup> September, 2018 on BSE at 02:09 p.m (delayed by 02:00 hours and 00:09 minutes) and on NSE at 12:36 p.m. (delayed by 02:00 hours and 00:36 minutes) violating the Regulation 44(3) of LODR</p>	<p>The Company has not complied with Regulation 44(3) of LODR within the prescribed time limit of 48 hours.</p>
4.	<p><b>Regulation 23(1) of LODR</b></p> <p>The listed entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions.</p>	<p>The Company has not updated Related Party Transaction Policy as per regulation 23 (1) of LODR and same was not uploaded on website of the Company</p>	<p>The Company has updated the policy and adopted by the Board of Directors in board Meeting dated 06/03/2019 and same was available on the website of the Company as on the date of this report.</p>



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not applicable since this report is being issued for the first time and accordingly no action was required to be taken by the Company**

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

  
**Rajesh Parekh**  
Proprietor

**Mem. No.: 8073  
C.O.P. No.: 2939**



**Date: 30/05/2019  
Place: Ahmedabad**