

### General information about company

Scrip code	515085
NSE Symbol	NOT LISTED
MSEI Symbol	
ISIN	INE298E01022
Name of the entity	Restile Ceramics Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Viren Rathod	AWOPR0867J	03407158	Executive Director	Not Applicable	MD	13-09-1986
2	Mr	Tenkasi Ramanarayanan Seetharaman	AIQPS9453F	02385221	Non-Executive - Independent Director	Not Applicable		31-05-1957
3	Mr	NALANDULA RAMACHANDRAN SRINIVASARAO	AAEPR3689Q	00089348	Non-Executive - Independent Director	Not Applicable		14-04-1951
4	Mr	Gopalachari Padmanabhan	AFRPP6990E	00101432	Non-Executive - Independent Director	Not Applicable		19-04-1946
5	Mr	Nalinkant Amratlal Rathod	AKJPR0332D	00272129	Non-Executive - Non Independent Director	Chairperson related to Promoter		12-05-1950
6	Mr	Rajendra Prasad Kandikattu	AFAPK3074K	00143653	Non-Executive - Nominee Director	Not Applicable		30-08-1957
7	Mr	Yash Kaushik Shah	ARIPS7979M	02155636	Non-Executive - Independent Director	Not Applicable		22-03-1984

8	Mrs	Bharati Nalin Rathod	BAPPR8013J	02587701	Non-Executive - Non Independent Director	Not Applicable		01-03-1958
9	Mrs	Shruti Rathod	ANKPR0306D	01948999	Non-Executive - Non Independent Director	Not Applicable		09-07-1958
10	Mr	Mani (Narayanan Subramanian)	AAGPM6057P	02577983	Non-Executive - Independent Director	Not Applicable		14-10-1942

### I. Composition of Board of Directors

#### Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Inactive
7	No				Active
8	No				Active
9	No				Active
10	No				Active

### I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		04-05-2019	04-05-2019			1	0	1	0			
2	NA		30-08-2008	18-07-2022		80	1	1	3	0			
3	NA		30-08-2008	20-09-2019		36	1	1	3	3			
4	Yes	18-09-2020	11-07-2009	18-09-2020		24	1	1	3	0			
5	NA		27-01-2003	01-04-2009			1	0	0	0			
6	NA		31-01-2005	20-09-2019			2	0	0	0			
7	NA		08-02-2019	20-09-2019		36	2	2	3	1			
8	NA		29-09-2014	29-09-2014			1	0	0	0			
9	NA		06-01-2019	20-09-2019			1	0	1	0			
10	Yes	20-09-2019	30-01-2010	20-09-2019		36	2	1	2	0			

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00089348	NALANDULA RAMACHANDRAN SRINIVASARAO	Non-Executive - Independent Director	Chairperson	13-11-2016		
2	02155636	Yash Kaushik Shah	Non-Executive - Independent Director	Member	13-11-2016		
3	03407158	Viren Rathod	Executive Director	Member	22-06-2021		
4	01948999	Shruti Rathod	Non-Executive - Non Independent Director	Member	22-06-2021		
5	00101432	Gopalachari Padmanabhan	Non-Executive - Independent Director	Member	13-11-2016		
6	02385221	Tenkasi Ramanarayanan Seetharaman	Non-Executive - Independent Director	Member	13-11-2016		
7	02577983	Mani (Narayanan Subramanian)	Non-Executive - Independent Director	Member	13-11-2016		

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02577983	Mani (Narayanan Subramanian)	Non-Executive - Independent Director	Chairperson	22-06-2021		
2	00089348	NALANDULA RAMACHANDRAN SRINIVASARAO	Non-Executive - Independent Director	Member	22-06-2021		
3	02385221	Tenkasi Ramanarayanan Seetharaman	Non-Executive - Independent Director	Member	22-06-2021		
4	01948999	Shruti Rathod	Non-Executive - Non Independent Director	Member	22-06-2021		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00089348	NALANDULA RAMACHANDRAN SRINIVASARAO	Non-Executive - Independent Director	Chairperson	13-11-2016		
2	00101432	Gopalachari Padmanabhan	Non-Executive - Independent Director	Member	13-11-2016		
3	02385221	Tenkasi Ramanarayanan Seetharaman	Non-Executive - Independent Director	Member	13-11-2016		



<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00089348	NALANDULA RAMACHANDRAN SRINIVASARAO	Independent Directors	Non-Executive - Independent Director	Chairperson	
2	02385221	Tenkasi Ramanarayanan Seetharaman	Independent Directors	Non-Executive - Independent Director	Member	
3	00101432	Gopalachari Padmanabhan	Independent Directors	Non-Executive - Independent Director	Member	
4	02155636	Yash Kaushik Shah	Independent Directors	Non-Executive - Independent Director	Member	
5	02577983	Mani (Narayanan Subramanian)	Independent Directors	Non-Executive - Independent Director	Member	

## Annexure 1

### Annexure 1

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)					
1	02-11-2023				Yes	10	5	3
2		08-02-2024	97		Yes	10	7	4

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/ No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	02-11-2023				Yes	7	5	3	2
2	Audit Committee	08-02-2024	97			Yes	7	5	4	3
3	Stakeholders Relationship Committee	02-11-2023				Yes	3	2	2	0
4	Stakeholders Relationship Committee	08-02-2024	97			Yes	3	2	2	0
5	Other Committee	08-02-2024		Independent Directors		Yes	5	4	4	0

## Annexure 1

### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Palak Kumari
2	Designation	Company Secretary and Compliance Officer



## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.restile.com/about/">https://www.restile.com/about/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://restile.com/investordoc/Corporate%20Governance/Appointment_of_Independent_Directors_of_the_Company.pdf">http://restile.com/investordoc/Corporate%20Governance/Appointment_of_Independent_Directors_of_the_Company.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="http://restile.com/investordoc/Corporate%20Governance/COMPOSITION_AND_INFORMATION_ABOUT_VARIOUS_COMMITTEES.pdf">http://restile.com/investordoc/Corporate%20Governance/COMPOSITION_AND_INFORMATION_ABOUT_VARIOUS_COMMITTEES.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://restile.com/investordoc/Corporate%20Governance/CODE_OF_BUSINESS_CONDUCT_AND_ETHICS.pdf">http://restile.com/investordoc/Corporate%20Governance/CODE_OF_BUSINESS_CONDUCT_AND_ETHICS.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://restile.com/investordoc/Corporate%20Governance/WHISTLE_BLOWER_POLICY.pdf">http://restile.com/investordoc/Corporate%20Governance/WHISTLE_BLOWER_POLICY.pdf</a>

6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.restile.com/investor-corner/">http://www.restile.com/investor-corner/</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://restile.com/investordoc/Corporate%20Governance/RTP_POLICY.pdf">http://restile.com/investordoc/Corporate%20Governance/RTP_POLICY.pdf</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://restile.com/investordoc/Corporate%20Governance/FAMILARIZATION_PROGRAMME_FOR_IDS.pdf">http://restile.com/investordoc/Corporate%20Governance/FAMILARIZATION_PROGRAMME_FOR_IDS.pdf</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="http://restile.com/investordoc/investor_grievance_contact.pdf">http://restile.com/investordoc/investor_grievance_contact.pdf</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://restile.com/investordoc/investor_grievance_contact.pdf">http://restile.com/investordoc/investor_grievance_contact.pdf</a>
12	Financial results	Yes		<a href="http://www.restile.com/investor-corner/">http://www.restile.com/investor-corner/</a>
13	Shareholding pattern	Yes		<a href="http://www.restile.com/investor-corner/">http://www.restile.com/investor-corner/</a>
14	Details of agreements entered into with the media	NA		

companies and/or their associates			
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## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://www.restile.com/investor-corner/">http://www.restile.com/investor-corner/</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		<a href="http://www.restile.com/investor-corner/">http://www.restile.com/investor-corner/</a>

21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="http://restile.com/investordoc/Corporate%20Governance/MATERIALITY_OF_EVENTS_AND_ITS_DISCLOSURES.pdf">http://restile.com/investordoc/Corporate%20Governance/MATERIALITY_OF_EVENTS_AND_ITS_DISCLOSURES.pdf</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="http://www.restile.com/investor-corner/">http://www.restile.com/investor-corner/</a>
23	Disclosures under regulation 30(8)	Yes		<a href="http://www.restile.com/investor-corner/">http://www.restile.com/investor-corner/</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="http://www.restile.com/investor-corner/">http://www.restile.com/investor-corner/</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="http://www.restile.com/investor-corner/">http://www.restile.com/investor-corner/</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="http://www.restile.com/investor-corner/">http://www.restile.com/investor-corner/</a>

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	NA	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
	Any other information to be provided - Add Notes			

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	Palak Kumari
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/ No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	Palak Kumari
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Not Applicable

<b>Details of Cyber security incidence</b>		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event



### **Signatory Details**

Name of signatory	Palak Kumari
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	10-04-2024

