

SECRETARIAL COMPLIANCE REPORT
OF
RESTILE CERAMICS LIMITED
(CIN: L26931GJ1986PLC102350)
FOR THE YEAR ENDED 31ST MARCH, 2022

I Niraj Trivedi have examined;

- (a) all the documents and records made available to us and explanation provided by **Restile Ceramics Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity, and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of :



1. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Rules, Regulations, Circulars, Guidelines issued thereunder; and
2. 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, (including any statutory modification(s) or re-enactment(s) thereof), 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; **Not Applicable for review period;**
- (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; **Not Applicable for review period;**



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable for review period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for review period;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (k) SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, namely Non-compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard Operating Procedure for suspension and revocation of trading of specified securities.



- (l) SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 for Large Corporate entity dated. 26.11.2018 in respect of Fund raising by issuance of Debt Securities by Large Entities.
- (m) other regulations as applicable and circulars/ guidelines issued thereunder;

The listed entity has complied with various Circulars/Guidelines including clause 6(A) and 6(B) of SEBI Circular No.: CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued under above Regulations, and based on the above examination and considering the relaxations granted by the Securities and Exchange Board of India (SEBI) warranted due to the spread of the COVID – 19 pandemic, 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	<i>Regulation 47(3) of LODR financial results shall be published within 48 hours of conclusion of the meeting of</i>	<i>Financial Results for Q.1 quarter ended 30/06/2021, was</i>	<i>Delayed in publication of financial results beyond 48 Hrs of</i>



	<p><i>board of directors at which the financial results were approved.</i></p>	<p><i>approved and adopted at the Board Meeting held on 07/08/2021, and the same was published in newspaper on 10/08/2021 date i.e. beyond 48 Hrs of the conclusion of Board Meeting.</i></p> <p><i>Financial Results for Q.2 quarter ended on 30/09/2021, was approved and adopted at the Board Meeting held on 06/11/2021, and the same was published in newspaper on 09/11/2021 date i.e. beyond 48 Hrs of the conclusion of Board Meeting.</i></p>	<p><i>the conclusion of Board Meeting. As informed by the management such delayed was due to delayed from newspaper agency.</i></p>
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- (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 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.
Not Applicable				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended on 31st March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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<p>01</p>	<p>Regulation 23(9) of LODR: Non-disclosure of Related Party Transactions (RPT) on consolidated basis to BSE, for half year ended March 2020 and same was also not uploaded on website of the company.</p> <p>Regulation 23(9) of LODR: Non-disclosure of Related Party Transactions (RPT) on consolidated basis for half year ended September 2020, submitted to BSE on 19-01-2021 i.e. delayed by 40 days.</p>	<p>Non-disclosure of Related Party Transactions (RPT) on consolidated basis to BSE and same was also not uploaded on website of the company, for the half year ended on March 2020.</p> <p>Delayed by 40 days for disclosure of Related Party Transactions (RPT) on consolidated basis to BSE, for period pertaining half year ended on September 2020.</p>	<p>The said non-compliance has yet not been complied with.</p> <p>No Action</p>	<p>The said non-compliance has yet not been complied with.</p> <p>No Comments</p>
<p>02</p>	<p>Regulation 29(2) of LODR: Notice of Board Meeting held on 15/09/2020 was given on 10/09/2020 i.e. delay by two day under.</p>	<p>Delayed by 2 days for disclosure of Notice of Board Meeting held on 15/09/2020 to BSE for the Second Quarter ended on 30/09/2020</p>	<p>No Action</p>	<p>No Comments</p>



03	<p>Regulation 30 of LODR: Non submission of Proceedings of Annual General Meeting held on 18/09/2020 for financial year 2019-20 to BSE within 24 Hrs.</p>	<p>Non- submission of Proceedings of Annual General Meeting was held on 18/09/2020 for the Financial Year 2019-20 to BSE within 24 Hrs.</p>	No Action	No Comments
04	<p>Regulation 30 of LODR read with Clause 7 of Para A of Part A of Schedule III to LODR: Non-disclosure for appointment of Mr. Ravi Kiran Sukumar, Company Secretary & Compliance Officer of the Company within 24 Hrs of the event date i.e. 13/02/2022.</p>	<p>Non-disclosure for appointment of Mr. Ravi Kiran Sukumar, Company Secretary & Compliance Officer of the Company within 24 Hrs of the event date i.e. 13/02/2022.</p>	No Action	No Comments
05	<p>SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 Dtd. 26/11/2018 in respect of Disclosure requirements for large Corporate Entity: Non submission of such disclosure for</p>	<p>Disclosure requirements for large Corporate Entity: Non submission of such disclosure for the Financial Year 2020-21.</p>	No Action	No Comments



	the Financial Year 2020-21.			
06	Regulation 09 read with Schedule B of SEBI (Prohibition of insider Trading) Regulation, 2015: The listed entity has made disclosure of closing window to BSE on 12/06/2020 instead of 01/04/2020 i.e. delayed by 2 & 1/2 months.	Delayed in disclosure of window closure for 1 st Quarter of F.Y. 2020-21.	No Action	No Comments
Not Applicable				

Place: Vadodara

Date: 13th May, 2022

Signature

Name of PCS : NIRAJ TRIVEDI

C. P. No. : 3123

FCS : 3844

P R. NO. : 1014/2020

UDIN : F003844D000314088



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