

Annexure 12

It is hereby certified that the draft Scheme of Amalgamation involving Restile Ceramics Limited ('**Transferor Company**') and Bell Granito Ceramica Limited ('**Transferee Company**') does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sr. No.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, Complied. Corporate Governance Report attached for the quarter ended as on 31 st December, 2022
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, Complied.
Requirements of the circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Submitted.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, Complied.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, Submitted. Refer Annexure 3
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, Submitted. Refer Annexures 11-A & 11-B
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes, Refer Para 18 of the Scheme.

Palak Jain
Palak Kumari
Company Secretary



Viren Rathod
Managing Director



Certified that the transactions / accounting treatment provided in the draft Scheme of Amalgamation involving Restile Ceramics Limited and Bell Granito Ceramica Limited are in compliance with all the Indian Accounting Standards applicable to a listed entity.

Tribhuvan Simh Rathod
Tribhuvan Simh Rathod
Chief Financial Officer



Viren Rathod
Managing Director



RESTILE CERAMICS LIMITED

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CIN : L26931GJ1986PLC102350 Ph. No. 9998219763
Branch Office : D.No.1-10-77, 5th Floor, Varun Towers, Opp. Hyderabad Public School, Begumpet, Hyderabad - 500 016.
E-mail : restile@accountscare.com, works@restile.com, Website : www.restile.com Mobile : 9998219763

General information about company	
Scrip code	515085
NSE Symbol	NOTLISTED
MSEI Symbol	
ISIN	INE298E01022
Name of the entity	Restile Ceramics Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	31-12-2022
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

Details 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					Disqualification of Directors under section 164 of the Companies Act, 2013									
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
NOPR0867J	03407158	Executive Director	Not Applicable	MD	13-09-1986	No				Active	NA		04-05-2019				1	0	1
QPS9453F	02385221	Non-Executive - Independent Director	Not Applicable		31-05-1957	No				Active	NA		30-08-2008	18-07-2022		80	1	1	3
AEPR3689Q	00089348	Non-Executive - Independent Director	Not Applicable		14-04-1951	No				Active	NA		30-08-2008	20-09-2019		36	1	1	3
FRPP6990E	00101432	Non-Executive - Independent Director	Not Applicable		19-04-1946	No				Active	Yes	18-09-2020	11-07-2009	18-09-2020		24	1	1	3

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

IN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
0332D	00272129	Non-Executive - Non Independent Director	Chairperson related to Promoter		12-05-1950	No				Active	NA		27-01-2003	01-04-2009		1	0	0	0	
3074K	00143653	Non-Executive - Nominee Director	Not Applicable		30-08-1957	No				Inactive	NA		31-01-2005	20-09-2019		2	0	0	0	
7979M	02155636	Non-Executive - Independent Director	Not Applicable		22-03-1984	No				Active	NA		08-02-2019	20-09-2019	36	2	2	3	1	
8013J	02587701	Non-Executive - Non Independent Director	Not Applicable		01-03-1958	No				Active	NA		12-08-2014	12-08-2014		1	0	0	0	

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of Chairpersonships in the listed entity (Refer Regulation 21 of Listing Regulations)
PR0306D	01948999	Non-Executive - Non Independent Director	Not Applicable		09-07-1958	No				Active	NA		06-01-2019	06-01-2019		1	0	1	0	
iPM6057P	02577983	Non-Executive - Independent Director	Not Applicable		14-10-1942	No				Active	Yes	20-09-2019	30-01-2010	20-09-2019	36	2	1	1	0	

Audit Committee Details							
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 Srinivasa Rao Ramachandran	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	Narayanan Subramanian (Mani)	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	Narayanan Subramanian (Mani)	Non-Executive - Independent Director	Chairperson	22-06-2021		
2	00089348	Nalandula Srinivasa Rao Ramachandran	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		

Stakeholders Relationship Committee							
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 Srinivasa Rao Ramachandran	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		

Risk Management Committee							
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

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

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	09-08-2022				Yes	10	6	4
2		09-11-2022	91		Yes	10	4	3
3		30-11-2022	20		Yes	10	5	1

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	09-08-2022				Yes	7	6	4	0
2	Audit Committee	09-11-2022	91			Yes	7	4	3	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	Viren Rathod
2	Designation	Managing Director

Signatory Details	
Name of signatory	Viren Rathod
Designation of person	Managing Director
Place	Vadodra
Date	18-01-2023