

<b>General information about company</b>		
Scrip code	515085	
NSE Symbol	NOTLISTED	
MSEI Symbol	NOTLISTED	
ISIN	INE298E01022	
Name of the entity	RESTILE CERAMICS LIMITED	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	Disclosure of Acquisition of shares or voting rights in Unlisted Companies is not applicable to the Company as Company has not acquired any shares or voting rights in Unlisted Company.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No	Disclosure of Imposition of Fine or Penalty is not applicable to the Company as no Fine or Penalty has been imposed on the Company.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	Disclosure of updates to ongoing tax litigations or disputes is not applicable to the Company as no tax litigation or dispute is pending.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	Disclsoure of Loans/Guarantees/Comfort Letters/Securities etc. is not applicable to the entity.
Risk management committee	Not Applicable	
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	R00172	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

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	Nalinkant Amratlal Rathod	AKJPR0332D	00272129	Non-Executive - Non Independent Director	Chairperson related to Promoter		12-05-1950
3	Mr	Yash Kaushik Shah	ARIPS7979M	02155636	Non-Executive - Independent Director	Not Applicable		22-03-1984
4	Mr	BALACHANDRAN VISHWANATHAN KASI	ADLPV3666R	01943195	Non-Executive - Independent Director	Not Applicable		28-08-1966
5	Ms	HASMITA TAUNK	AFJPC7824E	10728070	Non-Executive - Non Independent Director	Not Applicable		18-05-1983
6	Mr	RAKESH MADANLAL BHATIA	AABPB1017D	00008192	Non-Executive - Independent Director	Not Applicable		28-04-1958

**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				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) & reg. 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	04-05-2024		60	1	0	1	0			
2	Yes	12-09-2024	27-01-2003	01-04-2009			1	0	0	0			
3	NA		08-02-2019	12-09-2024		60	3	3	4	1			
4	NA		07-08-2024			60	1	1	2	1			
5	NA		07-08-2024				1	0	1	0			
6	NA		07-08-2024			60	2	2	2	1			

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	01943195	BALACHANDRAN VISHWANATHAN KASI	Non-Executive - Independent Director	Chairperson	02-01-2025		Textual Information(1)
2	02155636	Yash Kaushik Shah	Non-Executive - Independent Director	Member	02-01-2025		Textual Information(2)
3	00008192	RAKESH MADANLAL BHATIA	Non-Executive - Independent Director	Member	07-08-2024		
4	03407158	Viren Rathod	Executive Director	Member	07-11-2024		

**Sr Text Block**

Textual Information(1)	Mr. Balachandran Kasi has been appointed as the Chairperson of the audit committee at the Board Meeting held on January 02, 2025.
Textual Information(2)	Mr. Yash Shah has been appointed as Member at the Board Meeting held on January 02, 2025.

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	00008192	RAKESH MADANLAL BHATIA	Non-Executive - Independent Director	Chairperson	07-08-2024		
2	10728070	HASMITA TAUNK	Non-Executive - Non Independent Director	Member	07-08-2024		
3	01943195	BALACHANDRAN VISHWANATHAN KASI	Non-Executive - Independent Director	Member	07-08-2024		

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	00008192	RAKESH MADANLAL BHATIA	Non-Executive - Independent Director	Chairperson	07-08-2024		
2	10728070	HASMITA TAUNK	Non-Executive - Non Independent Director	Member	07-08-2024		
3	01943195	BALACHANDRAN VISHWANATHAN KASI	Non-Executive - Independent Director	Member	07-08-2024		





Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00008192	RAKESH MADANLAL BHATIA	Independent Directors	Non-Executive - Independent Director	Member	
2	01943195	BALACHANDRAN VISHWANATHAN KASI	Independent Directors	Non-Executive - Independent Director	Member	
3	02155636	Yash Kaushik Shah	Independent Directors	Non-Executive - Independent Director	Member	
4	00008192	RAKESH MADANLAL BHATIA	Share Transfer Committee	Non-Executive - Independent Director	Chairperson	
5	01943195	BALACHANDRAN VISHWANATHAN KASI	Share Transfer Committee	Non-Executive - Independent Director	Member	
6	10728070	HASMITA TAUNK	Share Transfer Committee	Non-Executive - Non Independent Director	Member	

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr. No.	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)	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*
1	07-11-2024				Yes	8	5	2
2		02-01-2025	55		Yes	6	3	2
3		23-01-2025	20		Yes	6	6	3

**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	07-11-2024				Yes	4	3	2	3
2	Audit Committee	23-01-2025	76			Yes	4	4	3	3
3	Stakeholders Relationship Committee	07-11-2024				Yes	3	2	1	0
4	Stakeholders Relationship Committee	23-01-2025	76			Yes	3	3	3	0
5	Nomination and remuneration committee	07-11-2024				Yes	3	2	1	0
6	Other Committee	23-01-2025	76	Independent Directors		Yes	3	3	3	0

**Annexure 1****IV. Meeting of Committees**

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)
7	Other Committee	20-03-2025	55	Share Transfer Committee		Yes	3	3	3	0

**Annexure 1****V. 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 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 LODR Regulation**

<b>Sr</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
	As per regulation 46(2) of the LODR:			
1.1	Details of business	Yes		<a href="https://www.restile.com/about/">https://www.restile.com/about/</a>
1.2	Memorandum of Association and Articles of Association	Yes		<a href="http://www.restile.com/investor-corner/">http://www.restile.com/investor-corner/</a>
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	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_C">http://restile.com/investordoc/Corporate%20Governance/COMPOSITION_AND_INFORMATION_ABOUT_VARIOUS_C</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	Yes		<a href="http://restile.com/investordoc/investor_grievance_contact.pdf">http://restile.com/investordoc/investor_grievance_contact.pdf</a>

	redressal and other relevant details			
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 companies and/or their associates	NA		

**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 LODR Regulation**

**Sr**

	As per regulation 46(2) of the LODR:		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA	
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	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	
26.1	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>
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	
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)	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)	Yes	
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)	NA	
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	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	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	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
	Any other information to be provided - Add Notes			

**Annexure II**

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**

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

<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

<b>Signatory Details</b>	
Name of signatory	Palak Kumari
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	23-04-2025

<b>Investor Grievance Details</b>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

