

**August 07, 2024**

**To,**  
**BSE Limited**  
**Corporate Relations Department**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001.

BSE Scrip Code: **515085**  
ISIN: **INE298E01022**

**Subject: Outcome of the Board Meeting held on August 07, 2024.**

Dear Sir/Madam,

With reference to Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of Directors of the Company at their Meeting held today i.e. August 07, 2024 has:

1. Approved the Statement of Standalone Unaudited Financial Results along with limited review report for the 1<sup>st</sup> quarter ended June 30, 2024 pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is enclosed herewith as **Annexure A**.
2. Approved appointment of Mr. Balachandran Vishwanathan Kasi (DIN: 01943195) and Mr. Rakesh Madanlal Bhatia (DIN: 00008192) as an Additional Directors in the capacity of Non-executive Independent Directors of the Company for a period of 5 consecutive years with effect from August 07, 2024 to August 06, 2029 and subject to members approval at the ensuing Annual General Meeting (AGM) of the Company.

Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 related to appointment as mentioned above is enclosed herewith as **Annexure B**.

### RESTILE CERAMICS LIMITED

**Regd. Office :** 204, Sakar Complex, Opp. ABS Tower, Vaccine Crossing, Old Padra Road, Vadodara, Gujarat - 390015, India.  
CIN : L26931GJ1986PLC102350

**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 **Ph. No. 9998219763**

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3. Approved appointment of Ms. Hasmita Taunk (DIN: 10728070) as an Additional Director in the capacity of Non-executive Non-Independent Woman Director of the Company with effect from August 07, 2024 and subject to members approval at the ensuing Annual General Meeting of the Company.

Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13 2023 related to appointment as mentioned above is enclosed herewith as **Annexure C**.

4. Approved re-appointment of Mr. Yash Kaushik Shah (DIN : 02155636) as an Independent Director of the Company to hold office from the conclusion of the ensuing 38th AGM until the conclusion of 43rd AGM to be held in the year 2029 and subject to members approval at the ensuing Annual General Meeting of the Company.

Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13 2023 related to appointment as mentioned above is enclosed herewith as **Annexure D**.

5. Approved continuation of Directorship of Mr. Nalinkant Amratlal Rathod (DIN: 00272129) as a Non-executive Non-Independent Director of the Company after attaining the age of 75 years on May 12, 2025 which is subject to members approval at the ensuing Annual General Meeting of the Company.

Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13 2023 related to appointment as mentioned above is enclosed herewith as **Annexure E**.

6. Approved appointment of M/s. R K Doshi & Co LLP as the Internal Auditor of the Company for the financial year 2024-25.

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Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to appointment of Internal Auditor as mentioned above is enclosed herewith as **Annexure F**.

7. Approved appointment of M/s. Mitesh J. Shah & Associates, Company Secretaries as the Secretarial Auditor of the Company for the financial year 2024-25.

Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to appointment of Secretarial Auditor as mentioned above is enclosed herewith as **Annexure G**.

8. Approved appointment of M/s. M. S. Krishnaswami & Rajan, Chartered Accountants (Firm Registration No. 01554S) as the Statutory Auditors of the Company in place of R. Sundararajan & Associates, Chartered Accountants (Firm registration No. 008282S), who have completed their term of five years in accordance with the provisions of section 139 of the Companies Act, 2013 and not seeking re-appointment, to hold office for a term of five consecutive years, from the conclusion of the ensuing 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company to be held in the year 2029, subject to the approval of shareholders of the Company.

Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to appointment of Statutory Auditor as mentioned above is enclosed herewith as **Annexure H**.

9. Consideration and approval of other businesses as per agenda circulated.

The above information is also available on the Company's website at <https://www.restile.com>.

Please note that in terms of the Company's Code of Conduct for Prohibition of Insider Trading and pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, the trading window for trading in securities of the Company will open on August 09, 2024.

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Kindly note that the meeting of the Board of Directors commenced at 04:15 P.M. and concluded at 05:30 P.M.

You are requested to take the above information on record.

Thanking you,  
Yours Faithfully,

**For Restile Ceramics Limited**

*Palak Jais*



**Palak Kumari**  
**Company Secretary and Compliance Officer**  
**Membership No. A69959**

**Encl: as above**

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**R. SUNDARARAJAN & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

**INDEPENDENT AUDITORS' REVIEW REPORT ON REVIEW OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2024 OF THE COMPANY PURSUANT TO THE REGULATION 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015, AS AMENDED**

**TO THE BOARD OF DIRECTORS OF RESTILE CERAMICS LIMITED**

1. We have reviewed the Unaudited Financial Results of Restile Ceramics Limited (the "Company") for the quarter ended June 30, 2024 (the "financial results") which are included in the accompanying "Statement of Unaudited Financial Results for the quarter ended June 30, 2024" (the "Statement"). The Statement has been prepared by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. ('the Listing Regulations').
2. This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures to financial data. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.





# R. SUNDARARAJAN & ASSOCIATES

## CHARTERED ACCOUNTANTS

### Basis of Qualified Conclusion

4. The Company has generated negative operating cash flows, incurred substantial operating losses and significant deterioration in value of assets used to generate cash flows all of which indicate existence of material uncertainty in the Company's ability to continue as a going concern for a reasonable period of time. The attached Statement do not include any adjustments that might result had the above uncertainties been known.

### Qualified Conclusion

5. Based on our review conducted and procedures as stated in paragraph 3 , except for the effect of the matter mentioned in paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in all material aspects in accordance with the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 and other accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, as amended from time to time, including the manner in which it is to be disclosed, or that it contains any material misstatement.

R. Sundararajan & Associates  
Chartered Accountants  
Firm's Registration No: 0082825

  
S. Krishnan  
Partner

Membership No. 26452  
UDIN: 24026452BKBOZN8309



Date: 07/08/2024  
Place: Chennai

RESTILE CERAMICS LIMITED					
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CIN:- L26931GJ1986PLC102350; Email: restile@accountscare.com; website: www.restile.com, Tel. No.					
STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2024					
prepared in compliance with the Indian Accounting Standards (Ind AS)					
Amount in Rs.lakhs (Except per equity share data)					
S.No.	Particulars	Quarter Ended		Year Ended	
		30-Jun-24	31-Mar-24	30-Jun-23	
		Unaudited	Refer Note 5	Unaudited	Audited
1	Revenue from Operations	50.53	20.40	17.00	93.88
2	Other Income	-	0.06	-	19.13
3	Total Income (1+2)	50.53	20.46	17.00	113.01
4	<b>EXPENSES</b>				
	Cost of materials consumed.	1.85	2.06	5.54	9.71
	Purchases of Stock-in trade.	54.92	17.33	19.26	85.10
	Changes in inventories of finished goods, Stock-in-trade and work-in-progress.	(6.44)	2.74	(5.73)	7.30
	Employee benefits expenses	7.70	7.54	7.19	29.08
	Finance costs	-	0.28	-	0.28
	Depreciation and amortisation expense	9.53	9.53	9.53	38.12
	Consumption of Stores and Spares	1.22	1.35	1.86	6.40
	Other expenses	5.40	8.25	7.12	28.12
	<b>Total Expenses</b>	<b>74.18</b>	<b>49.08</b>	<b>44.77</b>	<b>204.11</b>
5	Profit/ (loss) before exceptional items and tax (3-4)	(23.65)	(28.62)	(27.77)	(91.10)
6	Exceptional items	-	-	-	-
7	Profit/ (loss) before tax (5-6)	(23.65)	(28.62)	(27.77)	(91.10)
8	Tax expense	-	-	0.17	0.17
9	Profit/ (Loss) for the period from continuing operations (7-8)	(23.65)	(28.62)	(27.94)	(91.27)
10	Other Comprehensive Income				
A	Items that will not be reclassified to profit and loss				
	(i) Remeasurement of defined benefit- Gain/(loss)	0.11	0.30	0.05	0.45
	(ii) Income tax relating to items that will not be reclassified to profit and loss	-	-	-	-
B	Items that will be reclassified to profit and loss				
	(i) Items that will be reclassified to profit and loss	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit and loss	-	-	-	-
	<b>Total Comprehensive Income for the period (9+10) (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>	<b>0.11</b>	<b>0.30</b>	<b>0.05</b>	<b>0.45</b>
11	Total Comprehensive Income for the period (9+10) (Comprising Profit (Loss) and Other Comprehensive Income for the period)	(23.54)	(28.32)	(27.89)	(90.82)
12	Earnings per equity share:				
	Basic and Diluted	(0.02)	(0.03)	(0.03)	(0.09)
13	Paid-up Equity Share Capital (Face value of Rs 10/- Per Share)	9,827.92	9,827.92	9,827.92	9,827.92
14	Other Equity as per balance sheet of previous accounting year	-	-	-	(12,898.91)

UDIN: 24026452BKBOZN8309

For R. Sundararajan & Associates  
Chartered Accountants  
Firm Registration No. 08282S

S. Krishna - Partner  
Membership No. 026452



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**Notes:**

- (1) The above Financial results were reviewed by the Audit Committee and then approved by the Board of Directors at its meeting held on August 07, 2024. These financial statements are prepared in accordance with the Indian Accounting Standards (IND AS) as prescribed under section 133 of the Companies Act, 2013.
- (2) The Board of Directors of the Company, being the Chief Operating Decision Maker ('CODM'), based on the internal business reporting system, identified that the Company has only one segment viz. vitrified tiles. Accordingly, there are no other reportable segments in terms of Ind AS 108 'Operating Segments'.
- (3) Considering the provisions of Ind AS12 'Income taxes' and as a matter of prudence, accrual of deferred tax asset as at June 30, 2024 has been restricted to the amount of deferred tax liability.
- (4) The Auditors had qualified the financial statements of the Company for the quarter ended June 30, 2024 and the financial year 2023-24 regarding adoption of Going Concern principles for the said period. The issue of negative operating cash flows and incurrence of operating losses over the years highlighted by Auditors are being addressed through proposed restructuring of operations.
- (5) The figures for the quarter ended March 31, 2024 is the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the quarter ended December 31, 2023, which were subject to limited review by the statutory auditors

Place: Chennai  
Date: 07-08-2024

**For R. Sundararajan & Associates**  
Chartered Accountants  
Firm Registration No. 08282S

**S. Krishnan**, Partner  
Membership No. 026452

Viren Rathod



Managing Director

**RESTILE CERAMICS LIMITED**

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**Annexure B**

Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13 2023 related to appointment as mentioned below:

<b>Name of the Director</b>	Mr. Balachandran Vishwanathan Kasi	Mr. Rakesh Madanlal Bhatia
<b>Reason for change viz. appointment, resignation, removal, death or otherwise</b>	Mr. Balachandran Vishwanathan Kasi is appointed as an Additional Director in the capacity of Non-executive Independent Director of the Company with effect from August 07, 2024 to August 06, 2024.	Mr. Rakesh Madanlal Bhatia is appointed as an Additional Director in the capacity of Non-executive Independent Director of the Company with effect from August 07, 2024 to August 06, 2024.
<b>Date of Appointment /Cessation (as applicable)</b>	August 07, 2024	August 07, 2024
<b>Term of Appointment</b>	5 years i.e. August 07, 2024 to August 06, 2024	5 years i.e. August 07, 2024 to August 06, 2024
<b>Brief Profile</b>	He has completed MBA from Central University Pondicherry and BSC from Loyola college Chennai and has vast work experience in the field of Commerce and Finance and was working as sales head for developing and implementing strategies align with Company's goals and objectives.	He is a Fellow Member of the Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He has a Career spanning over 3 decades in financial services industry encompassing various gamets of the industry and providing consultancy to corporates.
<b>Disclosure of relationship between Directors</b>	None to disclose	None to disclose

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Annexure C

Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13 2023 related to appointment as mentioned below:

<b>Name of the Director</b>	Ms. Hasmita Taunk
<b>Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del></b>	Ms. Hasmita Taunk is appointed as an Additional Director in the capacity of Non-executive Non-Independent Woman Director of the Company with effect from August 07, 2024.
<b>Date of Appointment /Cessation (as applicable)</b>	August 07, 2024
<b>Term of Appointment</b>	Non-Executive Director, liable to retire by rotation and subject to members approval at the ensuing Annual General Meeting of the Company.
<b>Brief Profile</b>	She is an IT Engineer graduated and MBA in Systems from Symbiosis. A result driven professional, with 18 years of comprehensive experience, credited with combining marketing, sales and business management expertise to deliver substantial growth in diverse business markets. A proactive leader and planner with expertise in strategic planning, market plan execution, account management and pre-sales efforts with skills in staffing and targeted marketing.
<b>Disclosure of relationship between Directors</b>	None to disclose

*Palak Jain*



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**Annexure D**

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<b>Name of the Director</b>	Mr. Yash Kaushik Shah
<b>Reason for change viz. re-appointment, <del>resignation,</del> <del>removal, death or otherwise</del></b>	Mr. Yash Kaushik Shah is re-appointed as a Non-executive Independent Director of the Company for a period of 5 consecutive years.
<b>Date of Appointment /Cessation (as applicable)</b>	Re-appointment at the ensuing Annual General Meeting
<b>Term of Appointment</b>	5 years i.e. from the conclusion of the ensuing 38 <sup>th</sup> AGM until the conclusion of the 43 <sup>rd</sup> AGM to be held in the year 2029.
<b>Brief Profile</b>	Mr. Yash Shah is a Commerce graduate and fellow member of Institute of Chartered Accountants of India (ICAI). He is currently partner with DBS, an organisation having chartered accountants and offices in Ahmedabad, Baroda and Mumbai. His prime area of expertise is consulting for clients in the fields of Mergers and Acquisitions and Valuations. He also heads the overall business development of the firm and ensures all projects are run with utmost efficiency and to the best of the firm's ability. Prior to DBS, Mr. Yash was with KPMG, Mumbai for nearly 3 years wherein he was a part of the MA division. He has worked for various clients such as Siemens, Orchid Pharma, Pratibha Industries, Siyarams, WIMCO etc. He has written various papers for organisations such as Chartered Accountant Association (CM) and Jain International Trade Organisations on the topic of Domestic Transfer Pricing and Cross Border Transactions. He has also given lectures in forums such as YEO (Young Entrepreneur's Organisation) in the topic of Mergers & Acquisition.
<b>Disclosure of relationship between Directors</b>	None to disclose



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Annexure E

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<b>Name of the Director</b>	Mr. Nalinkant Amratlal Rathod
<b>Reason for change viz. re-appointment, <del>resignation,</del> removal, death or otherwise</b>	Mr. Nalinkant Amratlal Rathod aged 74 years, is the Non-executive, Non-Independent Director of the Company.  Mr. Nalinkant Amratlal Rathod will attain the age of 75 years on May 12, 2025 and pursuant to Regulation 17(1A), the continuation of his Directorship will be subject to approval by the shareholders by way of a special resolution at the 38 <sup>th</sup> Annual General Meeting of the Company.
<b>Date of Appointment /<del>Cessation</del> (as applicable)</b>	Continuation of Directorship of Mr. Rathod, who will attain the age of 75 years on May 12, 2025.
<b>Term of Appointment</b>	Non-Executive Director, liable to retire by rotation
<b>Brief Profile</b>	He is a Member of the Institute of Chartered Accountants of India and having rich experience of about 50 years of service in reputed companies in India and abroad and has vast experience and knowledge of finance and trade.
<b>Disclosure of relationship between Directors</b>	Mrs. Bharati Nalin Rathod (Wife) Mr. Tribhuvan Simh Rathod (Brother)

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Annexure F

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Sr. No.	Details of event	Information of such event(s)
1.	<b>Name of the Internal Auditor</b>	M/s. R K Doshi & Co LLP
2.	<b>Date of appointment</b>	August 07, 2024
3.	<b>Brief profile</b>	The Internal Auditor holds degree of Chartered Accountants and is having rich experience in the areas of Accounts and Audit.
4.	<b>Relationships between Directors inter-se</b>	None to disclose

*Paletc Jash*



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**Annexure G**

Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13 2023 related to appointment as mentioned below:

<b>Name of the Secretarial Auditor</b>	M/s. Mitesh J. Shah & Associates, Company Secretaries
<b>Reason for change viz. appointment, resignation, removal, death or otherwise</b>	Appointment for the Financial Year 2024-25
<b>Designation</b>	Secretarial Auditor
<b>Brief Profile</b>	M/s. Mitesh J. Shah & Associates, Company Secretaries, specializes in providing high quality services and solving complexity relating to Various Corporate Law Matters and is a multi-skilled, multi-disciplined firm, client's wide range of industry-focused business solutions.  The ability to provide personalized services to its clients and to resolve the client's problem in a minimum time frame in a totally integrated manner is the main USP of the firm.
<b>Relationships between Directors inter-se</b>	None to disclose

*Palak Jain*



**RESTILE CERAMICS LIMITED**

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CIN : L26931GJ1986PLC102350

**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 **Ph. No. 9998219763**

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**Annexure H**

**Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III of the Listing Regulations, SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13 2023 related to appointment as mentioned below:**

<b>Sr. No.</b>	<b>Details of event</b>	<b>Information of such event(s)</b>
1.	Name of the Statutory Auditors	M/s. M. S. Krishnaswami & Rajan
2.	Reason for Change viz. Appointment, Resignation, Removal, death or otherwise	Existing Auditors R. Sundararajan & Associates, Chartered Accountants, retires at the ensuing 38 <sup>th</sup> Annual General Meeting after completing the term of appointment of five years. Therefore, the Board of Directors on the recommendation of the Audit Committee considered, approved and recommended the appointment of M/s. M. S. Krishnaswami & Rajan, Chartered Accountants (Firm Registration No. 01554S), Chartered Accountants, as the Statutory Auditors of the Company in place of the retiring auditors, to hold office for a term of five years from the conclusion of the forthcoming 38 <sup>th</sup> Annual General Meeting (AGM) till the conclusion of 43 <sup>rd</sup> AGM to be held in the year 2029, subject to approval of shareholders at the forthcoming AGM.
3.	Date of appointment	To be appointed w.e.f. the conclusion of the forthcoming 38 <sup>th</sup> Annual General Meeting (AGM) and hold office till the conclusion of 43 <sup>rd</sup> AGM to be held in the year 2029 subject to

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		approval of shareholders at the forthcoming AGM.
4.	Brief profile	M/s M. S. Krishnaswami & Rajan, have rich knowledge and experience in audit and accounting services, management consultancy, tax planning and accounting services. The Firm is expert financial professionals who take care of the budgeting, auditing, taxing and business strategies for their clients.

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