

**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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
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	Yash Kaushik Shah	ARIPS7979M	02155636	Non-Executive - Independent Director	Not Applicable		22-03-1984
7	Mrs	Bharati Nalin Rathod	BAPPR8013J	02587701	Non-Executive - Non Independent Director	Not Applicable		01-03-1958
8	Mrs	Shruti Rathod	ANKPR0306D	01948999	Non-Executive - Non Independent Director	Not Applicable		09-07-1958
9	Mr	Mani (Narayanan Subramanian)	AAGPM6057P	02577983	Non-Executive - Independent Director	Not Applicable		14-10-1942
10	Mr	BALACHANDRAN VISHWANATHAN KASI	ADLPV3666R	01943195	Non-Executive - Independent Director	Not Applicable		28-08-1966
11	Ms	HASMITA TAUNK	AFJPC7824E	10728070	Non-Executive - Non Independent Director	Not Applicable		18-05-1983
12	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				Inactive
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	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	04-05-2024			1	0	0	0			
2	NA		30-08-2008	18-07-2022		80	1	1	0	0			
3	NA		30-08-2008	20-09-2019	12-09-2024	36	0	0	0	0	Tenure Completion		
4	Yes	18-09-2020	11-07-2009	18-09-2020		24	1	1	0	0			
5	Yes	12-09-2024	27-01-2003	01-04-2009			1	0	1	0			
6	NA		08-02-2019	12-09-2024		60	3	3	3	2			
7	NA		29-09-2014	29-09-2014	27-08-2024		0	0	0	0	Others		
8	NA		06-01-2019	20-09-2019	06-08-2024		0	0	0	0	Others		
9	Yes	20-09-2019	30-01-2010	20-09-2019	12-09-2024	36	1	0	0	0	Tenure Completion		
10	NA		07-08-2024			60	1	1	2	0			
11	NA		07-08-2024				1	0	1	0			
12	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	00089348	NALANDULA RAMACHANDRAN SRINIVASARAO	Non-Executive - Independent Director	Chairperson	13-11-2016	07-08-2024	
2	02155636	Yash Kaushik Shah	Non-Executive - Independent Director	Chairperson	07-08-2024		
3	03407158	Viren Rathod	Executive Director	Member	22-06-2021	07-08-2024	
4	01948999	Shruti Rathod	Non-Executive - Non Independent Director	Member	22-06-2021	07-08-2024	
5	00101432	Gopalachari Padmanabhan	Non-Executive - Independent Director	Member	13-11-2016	07-08-2024	
6	00272129	Nalinkant Amratlal Rathod	Non-Executive - Non Independent Director	Member	07-08-2024		
7	02577983	Mani (Narayanan Subramanian)	Non-Executive - Independent Director	Member	13-11-2016	07-08-2024	
8	01943195	BALACHANDRAN VISHWANATHAN KASI	Non-Executive - Independent Director	Member	07-08-2024		
9	02385221	Tenkasi Ramanarayanan Seetharaman	Non-Executive - Independent Director	Member	13-11-2016	07-08-2024	
10	00008192	RAKESH MADANLAL BHATIA	Non-Executive - Independent Director	Member	07-08-2024		

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	07-08-2024	
2	00089348	NALANDULA RAMACHANDRAN SRINIVASARAO	Non-Executive - Independent Director	Member	22-06-2021	07-08-2024	
3	02385221	Tenkasi Ramanarayanan Seetharaman	Non-Executive - Independent Director	Member	22-06-2021	07-08-2024	
4	01948999	Shruti Rathod	Non-Executive - Non Independent Director	Member	22-06-2021	07-08-2024	
5	00008192	RAKESH MADANLAL BHATIA	Non-Executive - Independent Director	Chairperson	07-08-2024		
6	10728070	HASMITA TAUNK	Non-Executive - Non Independent Director	Member	07-08-2024		
7	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	00089348	NALANDULA RAMACHANDRAN SRINIVASARAO	Non-Executive - Independent Director	Chairperson	13-11-2016	07-08-2024	
2	00101432	Gopalachari Padmanabhan	Non-Executive - Independent Director	Member	13-11-2016	07-08-2024	
3	02385221	Tenkasi Ramanarayanan Seetharaman	Non-Executive - Independent Director	Member	13-11-2016	07-08-2024	
4	00008192	RAKESH MADANLAL BHATIA	Non-Executive - Independent Director	Chairperson	07-08-2024		
5	10728070	HASMITA TAUNK	Non-Executive - Non Independent Director	Member	07-08-2024		
6	01943195	BALACHANDRAN VISHWANATHAN KASI	Non-Executive - Independent Director	Member	07-08-2024		

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



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	00101432	Gopalachari Padmanabhan	Independent Directors	Non-Executive - Independent Director	Member	
4	02385221	Tenkasi Ramanarayanan Seetharaman	Independent Directors	Non-Executive - Independent Director	Member	
5	02155636	Yash Kaushik Shah	Independent Directors	Non-Executive - Independent Director	Member	
6	00008192	RAKESH MADANLAL BHATIA	Share Transfer Committee	Non-Executive - Independent Director	Chairperson	
7	10728070	HASMITA TAUNK	Share Transfer Committee	Non-Executive - Non Independent Director	Member	
8	01943195	BALACHANDRAN VISHWANATHAN KASI	Share Transfer Committee	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								
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)	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	23-05-2024				Yes	9	5	3
2		07-08-2024	75		Yes	8	4	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	23-05-2024				Yes	7	5	3	3
2	Audit Committee	07-08-2024	75			Yes	6	4	3	2
3	Stakeholders Relationship Committee	23-05-2024				Yes	3	2	2	0
4	Stakeholders Relationship Committee	07-08-2024	75			Yes	3	2	2	0
5	Other Committee	09-05-2024		Share Transfer Committee		Yes	3	3	3	0
6	Other Committee	11-07-2024	62	Share Transfer Committee		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	15-08-2024	34	Share Transfer Committee		Yes	3	3	3	0
8	Nomination and remuneration committee	07-08-2024				Yes	3	3	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	Palak Kumari
2	Designation	Company Secretary and Compliance Officer

### Annexure III

#### III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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**Annexure III**

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	16-10-2024

