

Quarter Ending Mar-2020

Annexure I
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																		NA				
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	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					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 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
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status													
1	Mr	Viren Rathod	03407158	Executive Director,MD	-	-	-	-	-	NA	-	04-05-2019	04-05-2019	-	-	1	0	0	0	-	-	-
2	Mr	Tenkasi Ramanarayanan Seetharaman	02385221	Non-Executive - Independent Director	-	-	-	-	-	NA	-	30-08-2008	08-02-2016	-	50.00	1	1	2	0	-	-	-
3	Mr	Nalandula Srinivasa Rao Ramachandran	00089348	Non-Executive - Independent Director	-	-	-	-	-	NA	-	30-08-2008	20-09-2019	-	6.00	1	1	1	2	-	-	-
4	Mr	Nalinikant Amratalal Rathod	00272129	Non-Executive - Non Independent Director/Chairperson related to Promoter	-	-	-	-	-	NA	-	27-01-2003	01-04-2009	-	-	1	0	0	0	-	-	-
5	Mr	Gopalachari Padmanabhan	00101432	Non-Executive - Independent Director	-	-	-	-	-	NA	-	11-07-2009	08-02-2016	-	50.00	1	1	1	0	-	-	-
6	Mr	Narayanan Subramanian	02577983	Non-Executive - Independent Director	-	-	-	-	-	Yes	20-09-2019	31-01-2010	20-09-2019	-	6.00	1	1	2	1	-	-	-
7	Mr	Rajendra Prasad Kandikattu	00143653	Non-Executive - Nominee Director	-	-	-	-	-	NA	-	31-01-2005	20-09-2019	-	-	3	0	0	0	-	-	-
8	Mr	Yash Kaushik Shah	02155636	Non-Executive - Independent Director	-	-	-	-	-	NA	-	08-02-2019	20-09-2019	-	6.00	1	1	0	0	-	-	-
9	Mrs	Bharati Nalin Rathod	02587701	Non-Executive - Non Independent Director	-	-	-	-	-	NA	-	12-08-2014	12-08-2014	-	-	1	0	0	0	-	-	-
10	Mrs	Shruti Rathod	01948999	Non-Executive - Non Independent Director	-	-	-	-	-	NA	-	06-01-2019	06-01-2019	-	-	1	0	0	0	-	-	-

Corporate Governance

restile-ceramics-ltd	
Scrip Code :515085	Quarter Ending : Mar-2020

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory -							
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	30-08-2008	-	-
2	00101432	Gopalachari Padmanabhan	Non-Executive - Independent Director	Member	11-07-2009	-	-
3	02577983	Narayanan Subramanian	Non-Executive - Independent Director	Member	30-01-2010	-	-
4	02385221	Tenkasi Ramanarayanan Seetharaman	Non-Executive - Independent Director	Member	30-08-2008	-	-
5	02155636	Yash Kaushik Shah	Non-Executive - Independent Director	Member	08-02-2019	-	-
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	Non-Executive - Independent Director	Chairperson	30-01-2010	-	-
2	00089348	Nalandula Srinivasa Rao Ramachandran	Non-Executive - Independent Director	Member	30-08-2008	-	-
3	02155636	Yash Kaushik Shah	Non-Executive - Independent Director	Member	08-02-2019	-	-

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson				YES			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	00089348	Nalandula Srinivasa Rao Ramachandran	Non-Executive - Independent Director	Chairperson	30-08-2008	-	-
2	00101432	Gopalachari Padmanabhan	Non-Executive - Independent Director	Member	11-07-2009	-	-
3	02385221	Tenkasi Ramanarayanan Seetharaman	Non-Executive - Independent Director	Member	30-08-2008	-	-

Corporate Governance

restile-ceramics-ltd	
Scrip Code :515085	Quarter Ending : Mar-2020

Annexure 1

III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	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)	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	14-11-2019	-	-	Yes	-	4	4
2	29-11-2019	14	-	Yes	-	9	5
3	13-02-2020	75	-	Yes	-	7	3

Corporate Governance

restile-ceramics-ltd	
Scrip Code :515085	Quarter Ending : Mar-2020

Annexure 1

IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	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	14 Nov 2019	-	-	-	Yes	-	-	4	-
2	Audit Committee	29 Nov 2019	14	-	-	Yes	-	-	5	-
3	Audit Committee	13 Feb 2020	75	-	-	Yes	-	-	3	-

Corporate Governance

restile-ceramics-ltd	
Scrip Code :515085	Quarter Ending : Mar-2020

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	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

Corporate Governance

restile-ceramics-ltd	
Scrip Code :515085	Quarter Ending : Mar-2020

Annexure 1

Cyber Security Incidence

Details of Cyber security incidence			
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		-	
Other details of cyber security incidence or breaches or loss of data event		-	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		-	
Date of the event	-	Brief details of the event	-

Corporate Governance

restile-ceramics-ltd	
Scrip Code :515085	Quarter Ending : Mar-2020

Annexure I

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 audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee 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 of 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 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
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I

Sr	Subject	Compliance status
1.	Name of signatory	VIREN RATHOD
2.	Designation	Managing Director

Annexure II
Website Affirmations

Sl. No.	Item	Compliance status	Details of non-compliance	Web address
1	Details of business	Yes	-	www.restle.com
2	Terms and conditions of appointment of independent directors	Yes	-	www.restle.com
3	Composition of various committees of board of directors	Yes	-	www.restle.com
4	Code of conduct of board of directors and senior management personnel	Yes	-	www.restle.com
5	Details of establishment of vigil mechanism or whistle blower policy	Yes	-	www.restle.com
6	Criteria of making payments to non-executive directors	Yes	-	www.restle.com
7	Policy on dealing with related party transactions	Yes	-	www.restle.com
8	Policy for determining material subsidiaries	NA	-	-
9	Details of familiarization programmes imparted to independent directors	Yes	-	www.restle.com
10	Email address for grievance redressal and other relevant details	Yes	-	www.restle.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	www.restle.com
12	Financial results	Yes	-	www.restle.com
13	Shareholding pattern	Yes	-	www.restle.com
14	Details of agreements entered into with the media companies and/or their associates	NA	-	-
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-	-
16	New name and the old name of the listed entity	NA	-	-
17	Advertisements as per regulation 47 (1)	Yes	-	www.restle.com
18	Credit rating or revision in credit rating obtained	Yes	-	www.restle.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-	-
21	Materiality Policy as per Regulation 30	Yes	-	www.restle.com
25	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-	-
27	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	-	www.restle.com
30	It is certified that these contents on the website of the listed entity are correct	Yes	-	www.restle.com

Disclosure of notes on website in terms of Listing Regulations explanatory

- ▶ [Annual Affirmation](#)
- ▶ [Affirmation](#)

Corporate Governance

nestle-ceramica-td	
Scip Code :315085	Quarter Ending : Mar-2020

Annexure 2

I. Annual Affirmation

Sr	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(5)	Yes	-
2	Board composition	17(7), 17(1A) & 17(1C), 17(1E) & 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 or compensation	17(6)	Yes	-
9	Minimum information	17(7)	Yes	-
10	Compliance certificate	17(8)	Yes	-
11	Risk assessment and management	17(9)	NA	-
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	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
19	Meeting of Nomination and Remuneration Committee	19(2A)	Yes	-
20	Composition of stakeholder relationship committee	20(1), 20(2) & 20(2A)	Yes	-
21	Meeting of Stakeholders Relationship Committee	20(2A)	Yes	-
22	Composition and role of risk management committee	21(1)-(2)-(3)-(4)	NA	-
23	Meeting of Risk Management Committee	21(2A)	NA	-
24	Vigil mechanism	22	Yes	-
25	Policy for related party transaction	23(1), (1A), (5), (6) & (8)	Yes	-
26	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
27	Approval for material related party transactions	23(4)	Yes	-
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	-
29	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
30	Other corporate governance requirements with respect to subsidiary of listed entity	24(2)-(5)-(6)-(7) & (8)	NA	-
31	Alternate Director to Independent Director	25(1)	Yes	-
32	Maximum tenure	25(2)	Yes	-
33	Meeting of independent directors	25(3) & (4)	Yes	-
34	Familiarization of independent directors	25(7)	Yes	-
35	Declaration from Independent Director	25(8) & (9)	Yes	-
36	D & O Insurance for Independent Directors	25(10)	NA	-
37	Memberships in committees	26(1)	Yes	-
38	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
39	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
40	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-
41	Annual Secretarial Compliance Report	24(A)	Yes	-
Any other information to be provided				-

Annexure III

Name of signatory	VIREN RATHOD
Designation	Managing Director

