

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/ Ma)	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(i) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(i) 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	-	-	-	-	1	0	0	0	-	-	-
2	Mr	Tenkasi Ramanayanan Seetharaman	02389221	Non-Executive - Independent Director	-	-	-	-	-	NA	-	30-08-2008	08-02-2016	-	68.00	1	1	2	0	-	-	-	
3	Mr	Nalandula Srinivasa Rao Ramachandran	00089348	Non-Executive - Independent Director	-	-	-	-	-	NA	-	30-08-2008	20-09-2019	-	24.00	1	1	2	1	-	-	-	
4	Mr	Gopalachari Padmanabhan	00101432	Non-Executive - Independent Director	-	-	-	-	-	Yes	18-09-2020	11-07-2009	18-09-2020	-	12.00	1	1	2	0	-	-	-	
5	Mr	Nalinkant Amratal Rathod	00272129	Non-Executive - Non Independent Director/Chairperson related to Promoter	-	-	-	-	-	NA	-	27-01-2003	01-04-2009	-	-	1	0	0	0	-	-	-	
6	Mr	Rajendra Prasad Kandikattu	00143653	Non-Executive - Nominee Director	-	-	-	-	-	NA	-	31-01-2005	20-09-2019	-	-	2	0	0	0	-	-	-	
7	Mr	Yash Kaushik Shah	02155636	Non-Executive - Independent Director	-	-	-	-	-	NA	-	08-02-2019	20-09-2019	-	24.00	1	1	1	0	-	-	-	
8	Mrs	Bharati Nalin Rathod	02587701	Non-Executive - Non Independent Director	-	-	-	-	-	NA	-	12-08-2014	12-08-2014	-	-	1	0	0	0	-	-	-	
9	Mrs	Shruti Rathod	01948999	Non-Executive - Non Independent Director	-	-	-	-	-	NA	-	06-01-2019	06-01-2019	-	-	1	0	0	0	-	-	-	
10	Mr	Narayanan Subramanian (Mani)	02577983	Non-Executive - Independent Director	-	-	-	-	-	Yes	20-09-2019	30-01-2010	20-09-2019	-	24.00	1	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	22-06-2021	-	-
2	00101432	Gopalachari Padmanabhan	Non-Executive - Independent Director	Member	22-06-2021	-	-
3	02577983	Narayanan Subramanian (Mani)	Non-Executive - Independent Director	Member	22-06-2021	-	-
4	02385221	Tenkasi Ramanarayanan Seetharaman	Non-Executive - Independent Director	Member	22-06-2021	-	-
5	02155636	Yash Kaushik Shah	Non-Executive - Independent Director	Member	22-06-2021	-	-
6	03407158	Viren Rathod	Executive Director	Member	22-06-2021	-	-
7	01948999	Shruti Rathod	Non-Executive - Non Independent Director	Member	22-06-2021	-	-
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			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	13-11-2016	-	-
2	00101432	Gopalachari Padmanabhan	Non-Executive - Independent Director	Member	13-11-2016	-	-
3	02385221	Tenkasi Ramanarayanan	Non-Executive - Independent Director	Member	13-11-2016	-	-

Corporate Governance

restile-ceramics-ltd	
Scrip Code : 515085	Quarter Ending : Sep-2021

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	04-06-2021	-	-	Yes	-	-	-
2	22-06-2021	17	-	Yes	-	2	4
3	07-08-2021	45	-	Yes	-	1	4

Corporate Governance

restile-ceramics-ltd	
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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	04 Jun 2021	-	-	-	Yes	-	-	2	-
2	Audit Committee	22 Jun 2021	17	-	-	Yes	-	-	4	-
3	Audit Committee	07 Aug 2021	45	-	-	Yes	-	-	4	-
4	Stakeholders Relationship Committee	15 Jun 2021	-	-	-	Yes	-	-	3	-

Corporate Governance

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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

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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

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## 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 <b>a. Audit committee</b>	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>b. Nomination and remuneration committee</b>	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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

Corporate Governance

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Annexure II

III. Affirmation

Sr.	Particulars	Compliance status (Yes/No/NA)
Any other information to be provided		-

**No Data Available**

Annexure II		
1.	Name of signatory	Viren Rathod
2.	Designation	Managing Director

Annexure II				
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	45(2)	Yes	-
2	Presence of chairperson of audit committee at the annual general meeting	187(1)(b)	Yes	-
3	Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(2)	No	The Chairman was absent due to ill health.
4	Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-
5	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
Any other information to be provided				
-				
1	Name of signatory	Viren Rathod		
2	Designation	Managing Director		

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Additional Half Yearly Disclosure

Applicability of disclosure Not Applicable  
Reason for Non Applicability Not Applicable

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
no record found		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
no record found			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
no record found			

(D) Additional information

Affirmations

Compliance St

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name	-
Designation	-
Place	-
Date	-

Signatory Details

Name of signatory	Viren Rathod
Designation of person	Managing Director
Place	-