

Date: 30th June, 2021

BSE Limited
Corporate Relations Department
27th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: 515085
ISIN: INE298E01022

Dear sir/Madam,


Subject: Submission of Annual Secretarial Compliance Report for the Financial Year 2020-21.

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith copy of the Annual Secretarial Compliance Report of the Company issued by Mr. Niraj Trivedi, Practicing Company Secretary, Vadodara, Gujarat, India for the financial year ended 31st March, 2021.

Kindly take the above information on record and oblige.

Thanking faithfully,

For, **RESTILE CERAMICS LIMITED**


Viren Rathod
Managing Director

Encl.: As above

RESTILE CERAMICS LIMITED

Regd. Office : 204, Sakar Complex, Opp. ABS Tower, Vaccine Crossing, Old Padra Road, Vadodara, Gujarat - 390015, India.
CIN : L26931GJ1986PLC102350 *ph no: 998219763*
Branch Office : D.No.1-10-77, 5th Floor, Varan Towers, Opp. Hyderabad Public School, Begumpet, Hyderabad - 500 016.
E-mail : restile@accountscare.com, works@restile.com, Website : www.restile.com

SECRETARIAL COMPLIANCE REPORT

OF

RESTILE CERAMICS LIMITED

(CIN: L26931GJ1986PLC102350)

FOR THE YEAR ENDED 31ST MARCH, 2021

I Niraj Trivedi have examined;

- (a) all the documents and records made available to us and explanation provided by **Restile Ceramics Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity, and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2021 (“Review Period”) in respect of compliance with the provisions of :



1. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Rules, Regulations, Circulars, Guidelines issued thereunder; and
2. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, (including any statutory modification(s) or re-enactment(s) thereof), have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for review period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for review period;**



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable for review period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for review period;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulation, 1993;
- (j) Securities and Exchange Board of India (Depositories and Participants) Registrars, 2018;
- (k) SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, namely Non-compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard Operating Procedure for suspension and revocation of trading of specified securities.



- (i) SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 for Large Corporate entity dated. 26.11.2018 in respect of Fund raising by issuance of Debt Securities by Large Entities.

The listed entity has complied with various Circulars/Guidelines including clause 6(A) and 6(B) of SEBI circular No.: CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued under above Regulations, and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) warranted due to the spread of the COVID – 19 pandemic, I hereby report that, during the Review Period:-

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	<i>Regulation 23(9) of LODR in respect of submission of related party transactions on a consolidated basis within 30 days from the date of publication of its standalone and consolidated financial results to stock exchanges and publish the same on its website for the half year:</i>	- Non-disclosure of related party transactions on consolidated basis to BSE, for half year ended March 2020 and same was not uploaded on	- As informed to us, due to lockdown and closure of office, it has been missed out.



		<p>website of the company</p> <p>- For half year ended September 2020, the Listed entity has submitted on 19-01-2021 to BSE i.e late by 40 days.</p>	
2	<p>Regulation 29(2) of LODR in respect prior intimations to stock exchange about the meeting of the board of directors –</p> <p>a. financial results viz. quarterly, half yearly, or annual, as the case may be</p> <p>shall be given at least five days in advance (excluding the date of intimation and date of the meeting).</p>	<p>- Notice of board meeting dated 15/09/2020 was given on 10/06/2020 i.e delay by two day.</p>	<p>As informed to us, due to lockdown and closure of office, it has been missed out.</p>
3	<p>Regulation 30 of LODR read with Clause 13 of Para A of Part A of Schedule III to LODR (in respect of Disclosure of events or information within 24 hours of occurrence)</p>	<p>- Non submission of Proceedings of AGM held on 18/09/2020 for financial year 2019-20 to BSE within 24 hrs.</p>	<p>As informed to us, due to lockdown and closure of office, it has been missed out.</p>



4	Regulation 30 of LODR read with Clause 7 of Para A of Part A of Schedule III to LODR (in respect of Disclosure of events or information within 24 hrs of occurrence)	- Non filing of disclosure within 24 hrs. of appointment of Company Secretary & Compliance Officer of the Company Mr.Ravi Kiran Sukumar.	As informed to us, Intimation to BSE has been inadvertently missed out.
5	SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 for Large Corporate entity dtd. 26.11.2018 in respect of Disclosure requirements for large entities:	Non submission of such disclosures for the Financial Year 2020-21	As informed to us, due to lockdown and closure of office, it has been missed out.
6	Regulation 9 read with Schedule B of SEBI (Prohibition of Insider Trading) Regulation, 2015 in respect of closing of the trading window:	The listed entity has made disclosure of closing of trading window on 12/06/2020 instead of 01/04/2020.	Delay in intimation by 2 ½ months. As informed to us, due to lockdown and closure of office, it has been missed out.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/Guidelines issued thereunder insofar as it appears from my examination of those records.



- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g., fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
01	BSE Ltd	Non-compliance of Regulation 23 (9) of LODR in respect of disclosure of related party transactions on consolidated basis for half year ended September 2020.	BSE has sent email dated 18.01.2021 and imposed fine of Rs. 230,100/-.	The listed entity has submitted the same with BSE on 19/01/2021 i.e late by 40 days. And has also paid fine of Rs.230,100/- to the Stock Exchange on 19.11.2019.
02	BSE Ltd	Non-compliance of Regulation 29 (2)/ 29 (3) of LODR in respect of Delay in furnishing prior intimation about the meeting of the board of directors convened on September 15, 2020 for Financial Results.	BSE has sent email dated 14.10.2020 and imposed fine of Rs. 11,800/-.	It was delay by two days and the listed entity has paid fine of Rs.11,800/- to BSE on 19.10.2020.
Not Applicable				



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Vadodara

Date: 22nd June, 2021



Signature

Name of PCS : NIRAJ TRIVEDI

C. P. No. : 3123

FCS : 3844

P R. NO. : 1014/2020

UDIN : F003844C000495214