

Dated: 25<sup>th</sup> July, 2020

Department of Corporate Services  
Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, Rotunda Building,  
B.S.Marg, Fort,  
Mumbai - 400 001

**Kind Attn: The General Manager**

Dear Sir,

**Sub: Submission of Annual Secretarial Compliance Report for the year ended  
31<sup>st</sup> March 2020 – reg.**

**Ref: Reg. 24A of SEBI (LODR) Regulations, 2015.**

**Scrip Code: 515085**

Pursuant to Regulation 24A of SEBI (LODR) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD1 /27/2019 dated 8<sup>th</sup> February 2019, we are herewith submitting the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2020 issued by Mrs.N.Madhavi, Company Secretary in Practice.

Kindly take the above on records.

Thanking you,

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

**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



**N. Madhavi**

M.Com., LL.B., A.C.S.  
Company Secretary in Practice

#7, Global Enclave, Bhagyanagar Colony,  
Kukatpally, Hyderabad - 500 072.  
Mobile : 80081 18496, 90599 22045  
e-mail : madhavi.acs@gmail.com

**SECRETARIAL COMPLIANCE REPORT**  
**OF**  
**RESTILE CERAMICS LIMITED**  
**(CIN L26931GJ1986PLC102350)**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020**

I have examined:

- (a) all the documents and records made available to us and explanation provided 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,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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, 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 to the Company during the 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 to the Company during the review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the review period);**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the review period);**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; **(Not applicable to the Company during the review period);**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
and circulars/ guidelines issued there under;

and based on the above examination, 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 there under,

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under 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 there under:

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.
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not applicable**

Date : 23.07.2020  
Place: Hyderabad

N. MADHAVI  
COMPANY SECRETARY IN PRACTICE  
M.NO. A16866; CP NO. 11732