

May 21, 2025

To,

**BSE Limited**  
**Corporate Relationship Department**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400001

Scrip Code: **515085**  
ISIN: **INE298E01022**

**Subject: Submission under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations')-Annual Secretarial Compliance Report for the financial year ended March 31, 2025**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report of Restile Ceramics Limited for the financial year ended March 31, 2025 issued by M/s. Mitesh J. Shah & Associates, Practicing Company Secretary.

You are requested to take the above information on your record.

Thanking you,

Yours faithfully,

**For Restile Ceramics Limited**

*Palak Jank*



**Palak Kumari**  
**Company Secretary and Compliance Officer**  
**Membership No. A69959**

**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@accountsare.com](mailto:restile@accountsare.com), [works@restile.com](mailto:works@restile.com), Website : [www.restile.com](http://www.restile.com) **Ph. No. 9998219763**

**| Granamite | Mirrorstone | PearlRock | MarboGranit | Impacta | Gripmax**



SECRETARIAL COMPLIANCE REPORT OF  
RESTILE CERAMICS LIMITED  
(CIN: L26931GJ1986PLC102350)  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

1. I, Mitesh Shah, Practicing Company Secretary and Proprietor of M/s. Mitesh J. Shah and Associates have examined:
- all the documents and records w.r.t listing compliances provided to us and explanation provided by Restile Ceramics Limited ("the Company"),
  - the filings / submissions made by the Company to the stock exchange i.e. BSE Limited.
  - website of the Company,
  - any other documents / filings, as may be relevant, which has been relied upon to make this Report,

For the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - 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");
2. The specific Regulations, whose provisions and the circulars/guidelines issued thereunder have been examined, include-
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(there were no events requiring compliance during the review period);**
  - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(there were no events requiring compliance during the review period);**
  - Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(there were no events requiring compliance during the review period);**



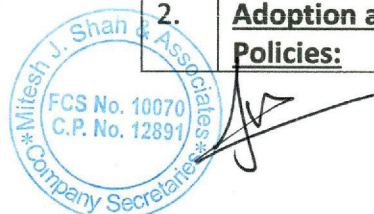
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(there were no events requiring compliance during the review period);**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(there were no events requiring compliance during the review period);**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(there were no events requiring compliance during the review period);**

3. 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 thereunder.
- b) The Company was not required to take actions to comply with the observations made in previous reports.

4. Based on the above examination, I hereby report that during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	<b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	<b><u>Adoption and timely updation of the Policies:</u></b>	Yes	-



	<p>i) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>ii) All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>		
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <p>i) The Listed entity is maintaining a functional website;</p> <p>ii) Timely dissemination of the documents/ information under a separate section on the website;</p> <p>iii) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</p>	Yes	-
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <p>i) Identification of material subsidiary companies;</p> <p>ii) Disclosure requirement of material as well as other subsidiaries.</p>	Yes	-
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and</p>	Yes	-

	Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<b><u>Related Party Transactions:</u></b> The listed entity has obtained prior approval of Audit Committee for all related party transactions;	Yes	-
9.	<b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<b><u>Actions taken by SEBI or Stock Exchange(s):</u></b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	-
12.	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of	NA	-

	the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<b>Additional Non-Compliances:</b> No additional non-compliances observed for any SEBI regulations/circular/guidance note, etc.	NA	-

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations – **Not Applicable.**

**For Mitesh J. Shah & Associates  
Company Secretaries**



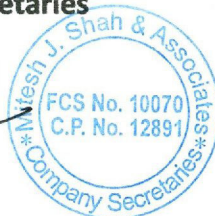
**Mitesh Shah  
Proprietor**

**FCS No.: 10070**

**C. P. No.: 12891**

**Peer Review Certificate No. 1730/2022**

**UDIN: F010070G000399041**



**Date: May 21, 2025**

**Place: Mumbai**

*This Report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.*



## Annexure A

Our report of even date is to be read along with this letter.

### Management's Responsibility Statement

- i. Maintenance of compliance records is the responsibility of the management of the Company. Our responsibility is to express any deviation in such compliances.

### Auditor's Responsibility Statement

- ii. I have followed the verification practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in the records. I believe that the processes and practices that I follow provide a responsible basis for my opinion.
- iii. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- iv. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

### Disclaimer

- v. The compliance of the provisions of SEBI Regulations and other applicable regulations including circulars, guidelines and standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
- vi. My responsibility is to report based upon examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- vii. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Mitesh J. Shah & Associates  
Company Secretaries

Mitesh Shah  
Proprietor

FCS No.: 10070

C. P. No.: 12891

Peer Review Certificate No. 1730/2022



Date: May 21, 2025

Place: Mumbai