

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L26931GJ1986PLC102350

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACBR1336G

(ii) (a) Name of the company

RESTILE CERAMICS LIMITED

(b) Registered office address

204, SAKAR COMPLEX, OPP ABS TOWER,
VACCINE CROSSING, OLD PADRA ROAD,
VADODARA
Vadodara
Gujarat
390015

(c) *e-mail ID of the company

restile@accountscare.com

(d) *Telephone number with STD code

9998219592

(e) Website

(iii) Date of Incorporation

5/26/86

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE	1

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 18/09/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments, sports goods, etc. activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SOLOGUARD MEDICAL DEVICE	U33119TN1999PTC041980	Associate	0
2	ATREYA FINANCE PRIVATE LIM	U65910GJ1996PTC102378	Associate	0

3	BELL GRANITO CERAMICA LIM	U18907GJ1993PLC018901	Associate	0
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IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100000000	98279239	98279239	98279239
Total amount of equity shares (in Rupees)	1000000000	982792390	982792390	982792390

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	100000000	98279239	98279239	98279239
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1000000000	982792390	982792390	982792390

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
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Equity shares				
At the beginning of the year	98279239	982792390	982792390	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	98279239	982792390	982792390	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				

Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	
Date of registration of transfer (Date Month Year)	
Type of transfer	▼
1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	
Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor	

Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			392333577.13
Deposit			0
Total			392333577.13

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

20793000

(ii) Net worth of the Company

-163829000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	8126383	8.27	0	
	(iii) Foreign national (other than NRI)	62596302	63.69	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	70722685	71.96	0	0

Total number of shareholders (promoters)

2

(b) * SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8090892	8.23	0	
	(ii) Non-resident Indian (NRI)	2428920	2.47	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	100000	0.1	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	19300	0.02	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	243702	0.25	0	
10.	Others FCB, OCB and other shareh	16673740	16.97	0	
	Total	27556554	28.04	0	0

Total number of shareholders (other than promoters)

23374

**Total number of shareholders (Promoters+Public/
Other than promoters)**

23376

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	23374	23374
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	1	3	1	3	0	8.27
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	1	0	1	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	9	1	9	0	8.27

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NALANDULA RAMACH	00089348	Director	0	
GOPALACHARI PADMA	00101432	Director	0	
RAJENDRA PRASAD K	00143653	Nominee director	0	
NALINKANT AMRATLA	00272129	Director	8126383	
SHRUTI RATHOD	01948999	Director	0	
TRIBHUVAN SIMH RATHOD	ACCPR4660H	CFO	0	
YASH KAUSHIK SHAH	02155636	Director	0	
TENKASI RAMANARAYAN	02385221	Director	0	
MANI	02577983	Director	0	
BHARATI NALIN RATHOD	02587701	Director	0	
VIREN RATHOD	03407158	Managing Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
TRIBHUVAN SIMH RAJ	01996833	Managing Director	30/04/2019	Cessation
SUBBA RAO MADDULU	ABYPM1223C	CFO	30/04/2019	Cessation
TRIBHUVAN SIMH RAJ	ACCPR4660H	CFO	04/05/2019	Appointment
VIREN RATHOD	03407158	Managing Director	04/05/2019	Appointment
SWINKY BATHLA	ASUPB6922G	Company Secretary	01/10/2019	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	20/09/2019	23582	38	87

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	04/05/2019	9	6	66.67
2	10/08/2019	10	8	80
3	14/11/2019	10	5	50
4	29/11/2019	10	9	90
5	13/02/2020	10	6	60

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	04/05/2019	5	4	80
2	Audit Committee	10/08/2019	5	4	80
3	Audit Committee	14/11/2019	5	4	80
4	Audit Committee	29/11/2019	5	5	100
5	Audit Committee	13/02/2020	5	3	60
6	Nomination & Remuneration	04/05/2019	3	2	66.67
7	Shareholders Meeting	12/04/2019	3	3	100
8	Shareholders Meeting	06/05/2019	3	3	100
9	Shareholders Meeting	30/05/2019	3	3	100
10	Shareholders Meeting	10/06/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	9/18/20
								(Y/N/NA)
1	NALANDULA	5	5	100	13	13	100	Yes
2	GOPALACHA	5	3	60	12	10	83.33	No
3	RAJENDRA P	5	0	0	0	0	0	No
4	NALINKANT A	5	5	100	0	0	0	Yes
5	SHRUTI RATH	5	4	80	0	0	0	No
6	YASH KAUSH	5	2	40	6	2	33.33	No
7	TENKASI RAM	5	5	100	12	12	100	No
8	MANI	5	5	100	6	6	100	Yes
9	BHARATI NAL	5	2	40	0	0	0	No
10	VIREN RATHO	4	3	75	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	TRIBHUVAN SIMH	CFO	210720	0	0	0	0
2	SWINKY BATHLA	Company Secre	90000	0	0	0	0
	Total		300720	0	0	0	300720

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N.S. Mani	Independent Dir	0	0	0	50000	0
2	T.R. Seetharaman	Independent Dir	0	0	0	50000	0
3	G Padmanabhan	Independent Dir	0	0	0	30000	0
4	N.S. Ramachandran	Independent Dir	0	0	0	57000	0
5	Yash Kaushik Shah	Independent Dir	0	0	0	20000	0
	Total		0	0	0	207000	207000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

YOGESH MUDSHA & ASSOCIATES

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

20833

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

25

dated

04/05/2019

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

VIREN RATHOD
Digitally signed by VIREN RATHOD
Date: 2021.03.22 14:52:48 +05'30'

DIN of the director

03407158

To be digitally signed by

Ravi Kiran Sukumar
Digitally signed by Ravi Kiran Sukumar
Date: 2021.03.22 15:01:11 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number 57333

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

RCL share holders list.pdf

Annexure -1 Committee Meeting.pdf

RESTILE MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

DS DS
MINISTRY OF
CORPORATE
AFFAIRS 05 03

Digitally signed by DS DS MINISTRY OF
CORPORATE AFFAIRS on 05-03-2021
at 15:01:11 +05'30'.
Reason: I attest to the accuracy and integrity of
this document.
Date: 2021.03.24 22:32:05 +05'30'