

Dated: 27th May, 2019

Department of Corporate Services
Bombay Stock Exchange Limited
1st 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
31st March 2019 – 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 8th February 2019, we are herewith submitting the Annual Secretarial Compliance Report for the year ended 31st March 2019 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

■ Granamite ■ Mirrorstone ■ PearlRock ■ MarboGranit ■ Impacta ■ Gripmax



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 31ST MARCH 2019

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 31st March 2019 ("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,

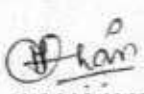
(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

(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 since this report is being issued for the first time and accordingly no action was required to be taken by the Company).**

Date : 24.05.2019
Place: Hyderabad


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

