

May 23, 2024

To,
BSE Limited
Corporate Relations Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001.

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

Subject: Outcome of the Board Meeting held on Thursday, May 23, 2024.

Dear Sir/Madam,

Pursuant to Regulation 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of Directors of the Company at their Meeting held today i.e. May 23, 2024 have inter alia, considered, approved and noted:

- a) The Audited Financial Statement including Balance Sheet as at March 31, 2024, the Statement of profit and Loss and the Cash Flow Statement and notes thereon for the Financial Year ended on March 31, 2024, together with the Audit Report as on March 31, 2024 and Audited Financial Results for the quarter and financial year ended on March 31, 2024 and affirms their satisfaction over the financial statements and results of the Company.

A copy of the said results together with the Auditors Report for quarter and financial year ended on March 31, 2024, are enclosed herewith along with the Statement on Impact of Audit Qualifications on Audited Financial Results as **Annexure I**.

- b) The Vacation of office of nominee director Mr. Rajendra Prasad Kandikattu with effect from April 01, 2024 pursuant to the provisions contained in Section 167(1)(b) of the Companies Act, 2013.

Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed as **Annexure II**.

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, works@restile.com, Website : www.restile.com **Ph. No. 9998219763**

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Please note that in terms of the Company's Code of Conduct for Prohibition of Insider Trading and pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, the trading window for trading in securities of the Company will open on Saturday, May 25, 2024.

Kindly note that the meeting of the Board of Directors commenced at 04:00 P.M. and concluded at 07:15 P.M.

You are requested to take the above information on record.

Thanking you,

Yours Faithfully,

For Restile Ceramics Limited

Palak Jauh.



Palak Kumari
Company Secretary and Compliance Officer
Membership No. A69959

End: as above

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R. SUNDARARAJAN & ASSOCIATES
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT ON AUDIT OF FINANCIAL RESULTS OF RESTILE CERAMICS LIMITED

(Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations"))

TO THE BOARD OF DIRECTORS OF RESTILE CERAMICS LIMITED

Qualified Opinion

1. We have audited the accompanying Statement of the Financial Results of **RESTILE CERAMICS LIMITED** ("the Company"), for the Quarter and year ended March 31, 2024 and the Statement of Assets and Liabilities and Statement of Cash Flows as at and for the year ended on that date together with the rules thereon (together referred to as the 'Financial Results'), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (Listing Regulations).
2. In our opinion and to the best of our information and according to the explanations given to us except for the matters stated in the Basis of Qualified Opinion Paragraph and disclosed in Note 5 of the accompanying Financial Results, the Financial Results:
 - a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
 - b. gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 (the 'Act')and other accounting principles generally accepted in India of the loss, total comprehensive loss and other financial information of the Company for the year ended March 31, 2024, and the Statement of assets and liabilities and the Statement of Cash flows as at and for the year ended on that date.





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Basis for Qualified Opinion

3. The Company has generated negative operating cash flows, incurred substantial operating losses and significant deterioration in value of assets used to generate cash flows all of which indicate existence of material uncertainty in the Company's ability to continue as a going concern for a reasonable period of time. The attached Financial Results do not include any adjustments that might result had the above uncertainties been known.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Our responsibilities under those Standards are further described in the 'Auditors' Responsibilities for the Audit of the Financial Results' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Board of Director's Responsibilities for the Financial results

4. These financial results of the company have been prepared on the basis of the Annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of the Financial Results that give a true and fair view of the net loss and other comprehensive loss and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards of the company and the Statement of assets and liabilities and the Statement of Cash Flows prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design,





R. SUNDARARAJAN & ASSOCIATES

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implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Financial Results by the Directors of the company, as aforesaid.

5. In preparing the Financial Results, the Board of Directors are responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
6. The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibility

7. Our objectives are to obtain reasonable assurance about whether the Financial Results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Financial Results.
8. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



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R. SUNDARARAJAN & ASSOCIATES

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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, under section 143(3)(i) of the act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls (Refer para- 11 below).
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
 - Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the Financial Results, including the disclosures, and whether the Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
9. We communicate with those charged with governance of the company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.





R. SUNDARARAJAN & ASSOCIATES
CHARTERED ACCOUNTANTS

Other Matters

10. The Financial Results include the results for the quarters ended March 31,2024 and March 31,2023 being the balancing figure between the audited figures in respect of the full financial year(s) and the published year to date unaudited figures up to the third quarter of the respective financial year. The unaudited figures up to the end of the third quarter was subject to limited review by us, as required under the Listing Regulations and not subjected to audit. Our opinion on the statement is not modified in respect of this matter.
11. The Statement dealt with by this report has been prepared for the express purpose of filing with the BSE Limited. This Statement is based on and should be read with the audited financial statements of the Company for the year ended March 31, 2024 on which we have issued a modified opinion vide our report dated May 23 , 2024.

For R. SUNDARARAJAN & ASSOCIATES

Chartered Accountants

Registration No.008282S

S. Krishnan

Partner

Membership No. 26452

UDIN:

Date: May 23, 2024

Place: Chennai



UDIN: 24026452 BKBOYW3398

RESTILE CERAMICS LIMITED

Regd. Office : 204, Sakar Complex, Opp ABS Tower, Vaccine Crossing, Old Padra Road, Vadodara-390015
CIN:- L26931GJ1986PLC102350; Email: restile@accountscares.com; website: www.restile.com, Tel. No.
STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2024
prepared in compliance with the Indian Accounting Standards (Ind AS)

Amount in Rs.lakhs (Except per equity share data)

S.No.	Particulars	Quarter Ended			Year Ended	
		31-Mar-24	31-Dec-23	31-Mar-23	31-Mar-24	31-Mar-23
		(Refer Note 8)	Unaudited	(Refer Note 8)	Audited	Audited
1	Revenue from Operations	20.40	18.67	53.33	93.88	197.12
2	Other Income	0.06	16.38	5.09	19.13	65.51
3	Total Income (1+2)	20.46	35.05	58.42	113.01	262.63
4	EXPENSES					
	Cost of materials consumed	2.06	2.29	3.14	9.71	14.81
	Purchases of Stock-in trade	17.33	11.79	51.13	85.10	183.23
	Changes in inventories of finished goods, Stock-in-trade and work-in-progress	2.74	7.85	2.26	7.30	14.51
		22.13	21.93	56.53	102.11	212.55
	Employee benefits expenses	7.54	7.19	7.08	29.08	28.90
	Finance cost	0.28	-0.01	1.84	0.28	1.84
	Depreciation and amortisation expense	9.53	9.53	9.53	38.12	38.12
	Other expenses	9.60	7.47	20.21	34.52	48.07
	Total Expenses	49.08	46.10	95.19	204.11	329.48
5	Profit/ (loss) before exceptional items and tax (3-4)	(28.62)	(11.05)	(36.77)	(91.10)	(66.85)
6	Exceptional items	-	-	-	-	-
7	Profit/ (loss) before tax (5-6)	(28.62)	(11.05)	(36.77)	(91.10)	(66.85)
8	Tax expense	-	0.17	-	0.17	-
9	Profit/ (Loss) for the period from continuing operations (7-8)	(28.62)	(11.22)	(36.77)	(91.27)	(66.85)
10	Other Comprehensive Income					
A	Items that will not be reclassified to profit and loss					
	(i) Remeasurement of defined benefit- Gain/(loss)	0.30	(0.13)	0.42	0.45	0.57
	(ii) Income tax relating to items that will not be reclassified to profit and loss	-	-	-	-	-
B	Items that will be reclassified to profit and loss					
	(i) Items that will be reclassified to profit and loss	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit and loss	-	-	-	-	-
		0.30	(0.13)	0.42	0.45	0.57
11	Total Comprehensive Income for the period (9+10) (Comprising Profit (Loss) and Other Comprehensive Income for the period)	(28.32)	(11.35)	(36.35)	(90.82)	(66.28)
12	Earnings per equity share:					
	Basic and Diluted	(0.03)	(0.01)	(0.04)	(0.09)	(0.07)
13	Paid-up Equity Share Capital (Face value of Rs 10/- Per Share)	9,827.92	9,827.92	9,827.92	9,827.92	9,827.92
14	Other Equity as per balance sheet of previous accounting year				(12,898.91)	(12,808.09)



For R.Sundararajan & Associates
Chartered Accountants
Firm Registration No. 08282S

S. Krishnan - Partner
Membership No. 026452

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Notes	
(1)	The above results were reviewed by the Audit Committee and then approved by the Board of Directors at their Meetings held on May 23, 2024. The information for the year ended March 31, 2024 presented above is extracted from the audited financial statements. These financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013.
(2)	The Board of Directors of the Company, being the Chief Operating Decision Maker ('CODM'), based on the internal business reporting system, identified that the Company has only one segment viz. vitrified tiles. Accordingly, there are no other reportable segments in terms of Ind AS 108 'Operating Segments'.
(3)	The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial results in the period in which, the Code becomes effective and the related rules to determine the financial impact are published
(4)	Considering the provisions of Ind AS12 'Income taxes' and as a matter of prudence, deferred tax asset as at March 31, 2024 has not been accrued.
(5)	The Auditors have qualified the financial statements of the Company for the quarter and year ended March 31, 2024 regarding adoption of Going Concern principles for the said years/ period. The issue of negative operating cash flows and incurrence of operating losses over the years highlighted by Auditors are being addressed through proposed restructuring of operations .



For R. Sundararajan & Associates
Chartered Accountants
Firm Registration No. 08282S

S. Krishnan Partner
Membership No. 026452

UDIN : 24026452BK804W3398

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(6) STATEMENT OF ASSETS AND LIABILITIES			
Particulars	(Rs. In lakhs)		
	As at 31 March 2024	As at 31 March 2023	
	Audited	Audited	
ASSETS			
Non-Current Assets			
(a) Property, plant and equipment	585.81	707.02	
(b) Capital work-in-progress	-	-	
(c) Financial assets - Deposits	0.08	0.09	
(d) Non current tax assets	0.75	0.76	
	586.64	707.87	
Current assets			
(a) Inventories	79.56	102.98	
(b) Financial assets			
(i) Trade receivables	16.95	15.04	
(ii) Cash and cash equivalents	58.03	5.87	
(iii) Financial Assets - Others	133.65	103.71	
(c) Other current assets	0.59	17.51	
(d) Assets held for sale	-	13.84	
	288.78	258.95	
Total	875.42	966.82	
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	9,827.92	9,827.92	
(b) Other equity	(12,898.91)	(12,808.09)	
TOTAL EQUITY	(3,070.99)	(2,980.17)	
LIABILITIES			
Non-current liabilities			
a) Provisions	2.79	2.75	
b) Deferred tax liabilities - net	-	-	
	2.79	2.75	
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	3,910.79	3,914.79	
(ii) Trade payables			
a) total outstanding dues of Micro and small enterprises	-	-	
b) total outstanding dues of other than Micro and small enterprises	0.52	11.88	
(iii) Other financial liabilities	29.67	14.96	
(b) Provisions	0.88	0.78	
(c) Other current liabilities	1.76	1.83	
	3,943.62	3,944.24	
Total	875.42	966.82	

For R. Sundararajan & Associates
Chartered Accountants
Firm Registration No. 082829

S. Krishnan - Partner
Membership No. 026452

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(7) Statement of cash Flows for the Year ended 31st March , 2024			
Particulars		Rs. In lakhs	
		Year ended March 31, 2024	Year ended March 31, 2023
Cash flow from operating activities			
Profit/ (Loss) before tax		(91.27)	(66.85)
Adjustments for -			
Provision for income tax		0.17	
Depreciation & Amortisation expense		38.12	38.12
Profit on sale of Assets		(16.34)	
Unclaimed balances written back			(65.50)
Interest income		-	-0.01
Remeasurement of defined benefit plans		0.45	0.57
Operating profit/ (loss) before working capital changes		(68.87)	(93.67)
Adjustments for changes in -			
(Increase)/ Decrease in Trade receivables		(1.91)	(10.42)
(Increase)/ Decrease in Inventories		23.42	39.07
(Increase)/Decrease in Non Current Assets		0.02	3.57
(Increase)/Decrease in Other Current Assets		0.82	64.07
Increase / (Decrease) in Trade Payables		(11.36)	(13.50)
Increase /(Decrease) in Other Current Liabilities		14.64	(5.48)
Increase / (Decrease) in Current Provisions		0.10	0.54
Increase / (Decrease) in Non Current provisions		0.04	(0.11)
Cash flow from operations		(43.10)	(15.93)
Income Tax (net)		(0.17)	
Net Cash Flow from Operating Activities	A	(43.27)	(15.93)
Cash flow from Investing activities			
Interest Received		-	0.01
Proceeds from disposal of Capital work in Progress/PPE		99.43	-
Net Cash Flow (used in) Investing Activities	B	99.43	0.01
Cash flow from financing activities			
Proceeds from current Borrowings		-	-
Repayments of current Borrowings		(4.00)	-
Interest Paid		-	-
Net Cash Flow from Financing Activities	C	(4.00)	-
Net increase/(decrease) in cash and cash equivalents	[A+B+C]	52.16	(15.92)
Cash and cash equivalents			
At beginning		5.87	21.79
At end		58.03	5.87
The disclosure in Note (6) and (7) above is an extract of the audited Balance sheet as at March 31, 2023 prepared in compliance with Indian Accounting Standards (Ind AS)			
(8) The figures for the quarters ended March 31, 2024 and March 2023 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the period ended December 31, 2023 and December 31, 2022 respectively, which were subject to limited review by the statutory auditors.			
(9) The previous year/ period figures have been regrouped/reclassified wherever necessary to conform to current period/year.			
For R. Sundarajan & Associates Chartered Accountants Firm Registration No. 08282S Place: Chennai Date: 23 May, 2024 S. Krishnan - Partner Membership No. 126452		For Restile Ceramics Limited UDIN: 24026452BK80YW3398 VIREN RATHOD Managing Director	

RESTILE CERAMICS LIMITED

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RESTILE CERAMICS LIMITED

Regd. Office : Malkapur Village, Narsapur Taluq, Medak Dist.. A.P.

CIN:- L26931TG1986PLC006480; Email: restile@accountscare.com; website: www.restile.com

Statement on Impact of Audit Qualifications for the Financial Results for the Financial Year ended March 31, 2024 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

				Rs.in lakhs
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total Income	93.88	93.88
	2	Total Expenditure (including Tax Expense)	204.11	204.11
	3	Net Profit / (Loss)	(91.10)	(91.10)
	4	Earnings Per Share	(0.09)	(0.09)
	5	Total Assets	875.42	875.42
	6	Total Liabilities (excluding Net Worth)	3,946.41	3,946.41
	7	Net Worth	(3,070.99)	(3,070.99)
	8	Any other financials item(s) (as felt appropriate by the management)	Nil	Nil
II.	Audit Qualification (each audit qualification separately):			
	a. Details of Audit Qualification:			
	<p>The Company has generated negative operating cash flows, incurred substantial operating losses and significant deterioration in value of assets used to generate cash flows all of which indicate existence of material uncertainty in the Company's ability to continue as a going concern for a reasonable period of time. The Financial Results do not include any adjustments that might result had the above uncertainties been known.</p>			
	b. Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion			
	c. Frequency of qualification: Repetitive Qualification/ First time Qualification / since how long continuing			

	<p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not Applicable</p>	
	<p>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</p>	
	<p>(i) Management's estimation on the impact of audit qualification: Not Applicable (ii) If Management is unable to estimate the impact, reasons for the same: The Auditors had qualified the financial statements of the Company for the year ended March 31,2024 regarding adoption of Going Concern principles in drawing up the financial statements results for the said year/ period. The issue of negative operating cash flows and incurrence of operating losses over the years highlighted by Auditors are being addressed through proposed restructuring of operations and merger with another company which is pending requisite approvals. (iii) Auditors' Comments on (i) or (ii) above: Management's estimation on the impact of audit qualification and reasons for the same as stated in clauses (ii) above have been reviewed and we have no further comments.</p>	
<p>III.</p>	<p>Signatories:</p> <p>CEO/Managing Director</p> <p>CFO</p> <p>Audit Committee Chairman</p> <p>Statutory Auditor</p>	
	<p>Place: Chennai Date: May 23 ,2024</p>	

Annexure II

Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123
Dated July 13, 2023

Reason for Change	Vacation of office of Nominee Director pursuant to the provisions contained in Section 167(1)(b) of the Companies Act, 2013 for not attending meetings of the Board held for a continuous period of twelve months.
Date of cessation/vacation	April 01, 2024
Brief Profile (in case of appointment)	Not Applicable
Relationships between Directors inter-se (in case of appointment of a director)	Not Applicable

Palak Jain



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