

Date:-19th July,2022

To,
BSE Limited
Corporate Relations Department,
27<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai 400 001

Scrip Code: 515085

ISIN: INE298E01022

Dear Sir,

Sub:- Declaration of e-Voting Results of the 36<sup>th</sup> Annual General Meeting (AGM) of Shareholders of the Company held on Monday, 18<sup>th</sup> July, 2022 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we are submitting herewith details regarding the e-voting results of the 36<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Monday, 18<sup>th</sup> July, 2022 at 11.30 a.m. through Video Conferencing ("VC")/ Other Audio Visual means ("OAVM") in the prescribed format.

We are also enclosing herewith the Consolidated Report of the Scrutinizer on remote e-voting and e-voting conducted during the course of AGM. The above are also being uploaded at the Company's website https://www.restile.com/ and on the website of Central Depository Services (India) Ltd, an agency appointed for the purpose of conducting the remote e-voting and e-voting during the process of AGM.

Thanking You,

Yours faithfully

For, RESTILE CERAMICS LIMITED

DHARMENDRA BHALIYA COMPANY SECRETARY AND COMPLIANCE OFFICER (MEMBERSHIP NO.A63699)

#### RESTILE CERAMICS LIMITED

Regd. Office: 204, Sakar Complex, Opp. ABS Tower, Vaccine Crossing, Old Padra Road, Vadodara, Gujarat - 390015, India. CIN: L26931GJ1986PLC102350



#### **Voting Result**

Company Name	Restile Ceramics Limited
	(CIN:-L26931GJ1986PLC102350)
Date of AGM	18 <sup>th</sup> July,2022
Total number of Shareholders on record date	24,474
No. of Shareholders present in the meeting either in person or	
through proxy:	
Promoters and Promoters Group	00
Public	00
No of Shareholders attended the meeting thorough Video	
Conferencing	
Promoters and Promoters Group	02
Public	31

1.To receive, consider and adopt the standalone audited financial statement of the company for the financial year ended march 31st, 2022 and the report of the board of directors and auditors thereon

Resolution Required:(Ordin	Ordinary Resolution	1						
Whether promoter/ promote the agenda/resolution?	Whether promoter/ promoter groups are interested in the agenda/resolution?				No			
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND	E-VOTING	70722715	62596302	88.51	62596302	0	100	0
PROMOTER~GROUP	POLL		0	0	0	0	0	0

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	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	70722715	62596302	88.51	62596302	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	119340	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	119340	0	0	0	0	0	0
PUBLIC-NON	E-VOTING	27437184	14380944	52.41	14380943	1	100	0
INSTITUTIONS	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		2	0	2	0	100	0
	SUB TOTAL	27437184	14380946	52.41	14380945	1	100	0
GRAND TOTAL		98279239	76977248	78.33	76977247	1	100	0

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2.To appoint a director in place of Mr. Nalinkant Amratlal Rathod (Din:00272129), who retires by rotation and being eligible, offers himself for reappointment

Resolution Required:(Ordina	Resolution Required:(Ordinary/Special)				Ordinary Resolution			
Whether promoter/ promoter the agenda/resolution?	r groups are interested in			Yes				
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND	E-VOTING	70722715	62596302	88.51	62596302	0	100	0
PROMOTER~GROUP	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	70722715	62596302	88.51	62596302	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	119340	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	119340	0	0	0	0	0	0
PUBLIC-NON	E-VOTING	27437184	14380944	52.41	14380943	1	100	0
INSTITUTIONS	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		2	0	2	0	100	0
	SUB TOTAL	27437184	14380946	52.41	14380945	1	100	0
GRAND TOTAL		98279239	76977248	78.33	76977247	1	100	0

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3. Approval for related party transactions.

	Resolution Required:(Ordinary/Special)					Special Resolution			
Whether promoter/ promoter the agenda/resolution?	r groups are interested in			No					
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED	
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100	
PROMOTER AND	E-VOTING	70722715	62596302	88.51	62596302	0	100	0	
PROMOTER~GROUP	POLL	]	0	0	0	0	0	0	
	POSTAL_BALLOT	]	0	0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	0	
	SUB TOTAL	70722715	62596302	88.51	62596302	0	100	0	
PUBLIC-INSTITUTIONS	E-VOTING	119340	0	0	0	0	0	0	
	POLL		0	0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	0	
	SUB TOTAL	119340	0	0	0	0	0	0	
PUBLIC-NON	E-VOTING	27437184	14380944	52.41	14380943	1	100	0	
INSTITUTIONS	POLL		0	0	0	0	0	0	
	POSTAL_BALLOT	]	0	0	0	0	0	0	
	VENUE-VOTING		2	0	2	0	100	0	
	SUB TOTAL	27437184	14380946	52.41	14380945	1	100	0	
GRAND TOTAL		98279239	76977248	78.33	76977247	1	100	0	

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# 4. Authority to Borrow in Excess of the paid-up share capital and reserves of the company

Resolution Required:(Ordina	ary/Special)			Special Resolution				
Whether promoter/ promoter the agenda/resolution?	r groups are interested in			No				
CATEGORY	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND	E-VOTING	70722715	62596302	88.51	62596302	0	100	0
PROMOTER~GROUP	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	70722715	62596302	88.51	62596302	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	119340	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	119340	0	0	0	0	0	0
PUBLIC-NON	E-VOTING	27437184	14380944	52.41	14380943	1	100	0
INSTITUTIONS	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		2	0	2	0	100	0
	SUB TOTAL	27437184	14380946	52.41	14380945	1	100	0
GRAND TOTAL		98279239	76977248	78.33	76977247	1	100	0

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5.Reappointment of Mr. Tenkasi Ramanarayanan Seetharaman (Din:-02385221) as independent director of the

company

Resolution Required:(Ordina	Resolution Required:(Ordinary/Special)			Special Resolution				
Whether promoter/ promoter the agenda/resolution?	r groups are interested in			No				
CATEGORY	MODE OF VOTING	NO OF SHARES	NO OF	% OF SHARES	NO OF	NO OF	% OF VOTES	% OF
		HELD	VOTES	POLLED ON	VOTES	VOTES	IN FAVOUR ON	VOTES
			POLLED	OUTSTANDING	IN	AGAINST	VOTES	AGAINST
				SHARES	FAVOUR		POLLED	ON VOTE
								POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND	E-VOTING	70722715	62596302	88.51	62596302	0	100	0
PROMOTER~GROUP	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	70722715	62596302	88.51	62596302	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	119340	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	119340	0	0	0	0	0	0
PUBLIC-NON	E-VOTING	27437184	14380944	52.41	14380943	1	100	0
INSTITUTIONS	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		2	0	2	0	100	0
	SUB TOTAL	27437184	14380946	52.41	14380945	1	100	0
GRAND TOTAL		98279239	76977248	78.33	76977247	1	100	0

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### SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and The Companies (Management and Administration) Rules, 2014, as amended]

To.

The Chairman,

Of 36th Annual General Meeting of the Equity Shareholders of

RESTILE CERAMICS LIMITED

(CIN: L26931GJ1986PLC102350)

Held on Monday, the 18th July, 2022, at 11:30 A.M.

Through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")

Dear Sir,

1. I, Niraj Trivedi, Practicing Company Secretary having C. P. No 3123, have been appointed as a Scrutinizer by the Board of Directors of **Restile Ceramics Limited** ("the Company"), at their Meeting held on 21<sup>st</sup> May, 2022, for the purpose of scrutinizing the e-voting process i.e. remote e-voting and electronic voting during the Annual General Meeting ("AGM"), under the provisions of Section 108 of the Companies Act, 2013 ("The 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("The Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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- 2. The Notice dated 21st May, 2022, as confirmed by the Company, was sent to the shareholders, in respect of the below mentioned Resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 02/2021 and 21/2021 dated 13th January, 2021 and 14th December, 2021 (collectively referred "MCA Circulars") and **SEBI** as dated 12<sup>th</sup> May, 2020 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 SEBI/HO/CFD/CMD2/CIR/P/2021/11dated 15th January, 2021(collectively referred to as "SEBI Circulars").
- 3. The Company had availed e-voting facilities both for the remote e-voting facility and electronic voting at the AGM, provided by Central Depository Services Limited ("CDSL"). The remote e-voting period commenced at 9:00 a.m. on Friday, 15<sup>th</sup> July, 2022 and ended on 5:00 p.m. on Sunday, 17<sup>th</sup> July, 2022. The Company had provided facilities of remote e-voting and electronic voting at the meeting by members, to exercise their right to vote.
- **4.** The shareholders of the Company holding shares as on the cut-off date i.e. Monday, 11<sup>th</sup> July, 2022, were entitled to vote on the Resolutions, as contained in the Notice of the AGM.
- 5. After the conclusion of voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked,in the presence of the following two witnesses who are not in the employment of the Company, namely:-

Sr. No.	Name of Witness	Signature of Witness
1	Ms. Riya Aswani	Ruja
2	Ms. Mahati M.S.	done

C.P. No.

- 6. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein, based on the data downloaded from the CDSL e-voting system.
- 7. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means by remote e-voting and electronic voting at the AGM, for the Resolutions contained in the Notice to the 36<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the process of electronic means by remote e-voting and electronic voting at the AGM is restricted to make a Scrutinizer's Report of votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the e-voting system provided by CDSL, the agency authorized under the Rules.
- 8. I submit herewith my Scrutinizer's Report on the results of voting through both the remote e-voting and electronic voting at the AGM, based on the data downloaded from CDSL e-voting system, the total votes cast "in favour" or "against" all the Resolutions proposed in the Notice of the AGM are as under:-



## Item No. 1:-

## **Ordinary Business:-**

To receive, consider and adopt the standalone Audited Financial Statement of the Company for the Financial year ended March 31<sup>st</sup>, 2022 and the report of the Board of Directors and Auditors thereon:-

## (i) Voted in favour of the Resolution:-

Type of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	28	7,69,77,245	99.99%
E-voting at AGM conducted through VC	2	2	0.01%
Total	30	7,69,77,247	100%

#### (ii) Voted against the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	1	1	0.00%
E-voting at AGM conducted through VC	0	0	0.00%
Total	1	1	0.00%

#### (iii)Invalid / Abstained Votes:-

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
Total	0	0



# Item No. 2:-

## **Ordinary Business:-**

To appoint a Director in place of Mr. Nalinkant Amratlal Rathod (DIN: 00272129), who retires by rotation and being eligible, offers himself for re-appointment:-

(i) Voted in favour of the Resolution:-

Type of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	28	7,69,77,245	99.99%
E-voting at AGM conducted through VC	2	2	0.01%
Total	30	7,69,77,247	100%

(ii) Voted against the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	1	1	0.00%
E-voting at AGM conducted through VC	0	0	0.00%
Total	1	1	0.00%

(iii) Invalid / AbstainedVotes:-

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
Total	0	0



# Item No. 3:-

# **Special Business:-**

# Special Resolution:-

# Approvalfor related party transactions:-

# (i) Voted in favour of the Resolution:-

Type of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	28	7,69,77,245	99.99%
E-voting at AGM conducted through VC	2	2	0.01%
Total	30	7,69,77,247	100%

## (ii) Voted against the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	1	1	0.00%
E-voting at AGM conducted through VC	0	0	0.00%
Total	1	1	0.00%

## (iii) Invalid / AbstainedVotes:-

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	1	0
Total	0	0



Item No. 4:-

Special Business:-

Special Resolution:-

Authority to Borrow in excess of the paid-up share capital and reserves of the Company:-

# (i) Voted in favour of the Resolution:-

Type of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	28	7,69,77,245	99.99%
E-voting at AGM conducted through VC	2	2	0.01%
Total	30	7,69,77,247	100%

# (ii) Voted against the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	1	1	0.00%
E-voting at AGM conducted through VC	0	0	0.00%
Total	1	1	0.00%

## (iii)Invalid / AbstainedVotes:-

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC	0	0
Total	0	0



Item No. 5:-

**Special Business:-**

Special Resolution:-

Reappointment of Mr. Tenkasi Ramanarayanan Seetharaman (DIN: 02385221) as Independent Director of the Company:-

(i) Voted in favour of the Resolution:-

Type of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	28	7,69,77,245	99.99%
E-voting at AGM conducted through VC	2	2	0.01%
Total	30	7,69,77,247	100%

(ii) Voted against the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	1	1	0.00%
E-voting at AGM conducted through VC	0	0	0.00%
Total	1	1	0.00%

(iii)Invalid / AbstainedVotes:-

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC		0
Total	0	0



- The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Chairman for preserving safely after he considers, approves and signs the minutes of the AGM.
- 10. You may accordingly declare the result of above Resolutions for the Annual General Meeting of the Company held on 18<sup>th</sup> July, 2022.

Thanking You,

Yours faithfully,

C.P. Hr. 3173 C. Variodal P. S. C.P. Hr. 3173 C. Variodal P. S. C.P. Hr. 3173 C. Variodal P. S. C.P. Variodal P. Variodal P. C.P. Variodal P. C.P. Variodal P. C.P.

Trivedi Niraj

Digitally signed by Trivedi Niraj Date: 2022.07.19 11:09:59 +05'30'

DATE: 19<sup>TH</sup> JULY, 2022

PLACE: VADODARA

NIRAJ TRIVEDI

PRACTICING COMPANY SECRETARY

FCS: 3844 (C. P. No.: 3123)

UDIN: F003844D000645463

COUNTERSIGNED BY: FOR, RESTILE CERAMICS LIMITED

NALANDULA RAMACHANDRAN SRINIVASARAO

CHAIRMAN