

September 13, 2024

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

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

Subject: Voting results and Scrutinizer's Report of 38th Annual General Meeting of Restile Ceramics Limited

Ref.: Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

The Company's 38th Annual General Meeting ("AGM") was held on Thursday, September 12, 2024 at 12:00 Noon (IST) and concluded at 12:18 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. It may be noted that all the Resolutions as per the Notice of the AGM dated August 07, 2024 were approved by the Members with the requisite majority at the AGM.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, please find enclosed the details of the voting results along with the Scrutinizer's Report in respect of the business transacted at the AGM.

The voting results and the Scrutinizer's Report will be available on the website of the Company at <https://www.restile.com/investor-corner/>.

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 **Ph. No. 9998219763**

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

Thanking you,

Yours faithfully,

For Restile Ceramics Limited

Palak Jain

A circular purple stamp with the text "RESTILE CERAMICS LIMITED" around the perimeter and a small star in the center.

Palak Kumari
Company Secretary and Compliance Officer
Membership No. A69959

Encl: As Above

RESTILE CERAMICS LIMITED

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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 **Ph. No. 9998219763**

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

General information about company

Scrip code	515085
NSE Symbol	NOTLISTED
MSEI Symbol	
ISIN	INE298E01022
Name of the company	RESTILE CERAMICS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	12-09-2024
Start time of the meeting	12:00 PM
End time of the meeting	12:18 PM

Scrutinizer Details

Name of the Scrutinizer	Mitesh J Shah
Firms Name	Mitesh J Shah & Associates
Qualification	CS
Membership Number	F10070
Date of Board Meeting in which appointed	07-08-2024
Date of Issuance of Report to the company	13-09-2024

Voting results

Record date	05-09-2024
Total number of shareholders on record date	25132
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	50
No. of resolution passed in the meeting	10
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596312	88.5095	62596312	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70722715	62596312	88.5095	62596312	0	100
Public- Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		119340	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	66483	0.2423	66383	100	99.8496	0.1504
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27437184	66483	0.2423	66383	100	99.8496
Total		98279239	62662795	63.76	62662695	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider and approve appointment of Mr. Nalinkant Amratlal Rathod (DIN: 00272129) who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596312	88.5095	62596312	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70722715	62596312	88.5095	62596312	0	100
Public-Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		119340	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	66483	0.2423	66383	100	99.8496	0.1504
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27437184	66483	0.2423	66383	100	99.8496
Total		98279239	62662795	63.76	62662695	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint M/s. M. S. Krishnaswami & Rajan, Chartered Accountants, (Firm Registration No. 01554S), as Statutory Auditors of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596312	88.5095	62596312	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70722715	62596312	88.5095	62596312	0	100
Public-Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		119340	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	66483	0.2423	66383	100	99.8496	0.1504
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27437184	66483	0.2423	66383	100	99.8496
Total		98279239	62662795	63.76	62662695	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for material related party transactions				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596312	88.5095	62596312	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	70722715	62596312	88.5095	62596312	0	100	0
Public-Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	119340	0	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	66483	0.2423	66383	100	99.8496	0.1504
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	27437184	66483	0.2423	66383	100	99.8496	0.1504
Total		98279239	62662795	63.76	62662695	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authorisation to borrow money in excess of the Paid Up Share Capital and Reserves of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596312	88.5095	62596312	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	70722715	62596312	88.5095	62596312	0	100	0
Public-Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	119340	0	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	66483	0.2423	66383	100	99.8496	0.1504
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	27437184	66483	0.2423	66383	100	99.8496	0.1504
Total		98279239	62662795	63.76	62662695	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Yash Kaushik Shah (DIN: 02155636) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596312	88.5095	62596312	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	70722715	62596312	88.5095	62596312	0	100	0
Public-Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	119340	0	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	66483	0.2423	66383	100	99.8496	0.1504
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	27437184	66483	0.2423	66383	100	99.8496	0.1504
Total		98279239	62662795	63.76	62662695	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Balachandran Vishwanathan Kasi (DIN: 01943195) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596312	88.5095	62596312	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70722715	62596312	88.5095	62596312	0	100
Public-Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		119340	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	66483	0.2423	66383	100	99.8496	0.1504
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27437184	66483	0.2423	66383	100	99.8496
Total		98279239	62662795	63.76	62662695	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Rakesh Madanlal Bhatia (DIN: 00008192) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596312	88.5095	62596312	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70722715	62596312	88.5095	62596312	0	100
Public-Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		119340	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	66483	0.2423	66383	100	99.8496	0.1504
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27437184	66483	0.2423	66383	100	99.8496
Total		98279239	62662795	63.76	62662695	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Hasmita Taunk (DIN: 10728070) as a Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596312	88.5095	62596312	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70722715	62596312	88.5095	62596312	0	100
Public-Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		119340	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	66483	0.2423	66383	100	99.8496	0.1504
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27437184	66483	0.2423	66383	100	99.8496
Total		98279239	62662795	63.76	62662695	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the continuation of Directorship of Mr. Nalinkant Amratlal Rathod (DIN: 00272129) who will attain age of Seventy Five (75) years on May 12, 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596312	88.5095	62596312	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70722715	62596312	88.5095	62596312	0	100
Public-Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		119340	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	66483	0.2423	66383	100	99.8496	0.1504
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27437184	66483	0.2423	66383	100	99.8496
Total		98279239	62662795	63.76	62662695	100	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Form MGT-13

SCRUTINIZER'S COMBINED REPORT ON REMOTE E-VOTING & E-VOTING

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

To,

The Chairman,

Restile Ceramics Limited

38th Annual General Meeting ("AGM") of the Equity Shareholders of Restile Ceramics Limited ("the Company") held on Thursday, September 12, 2024 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir/Madam,

I, Mitesh J. Shah, Proprietor of M/s. Mitesh J. Shah & Associates, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Restile Ceramics Limited at its meeting held on August 07, 2024 for the purpose of scrutinizing the electronic voting including remote electronic voting at the 38th Annual General Meeting of the Company held on Thursday, September 12, 2024 at 12.00 Noon (IST) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The notice dated August 07, 2024, 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 Ministry of Corporate Affairs, Government of India vide Circular no. 09/2023 dated 25 September, 2023, Circular no. 10/2022 dated December 28, 2022, Circular no. 02/2022 dated May 05, 2022, Circular no. 21/2021 dated 14 December, 2021, Circular No. 02/2021 dated 13 January, 2021, Circular No. 14/2020 dated 08 April, 2020, Circular No. 17/2020 dated 13 April, 2020 and Circular No. 20/2020 dated 05 May, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022, SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January 15, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars").

1. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Thursday, September 05, 2024, were entitled to vote on the proposed resolution(s) as set out in the item nos. 1 to 10 in the Notice of 38th AGM of the Company.
2. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL"). The voting period for remote e-voting commenced on Monday, September 09, 2024 at 10:00 A.M. (IST) and ended on Wednesday, September 11, 2024 at 05:00 P.M. (IST) and the CDSL e-voting platform was blocked thereafter.

The Company also provided e-voting facility to the shareholders present at the AGM held through VC/OAVM. The votes casted through remote e-voting before the AGM and e-voting done at the time of AGM were unblocked and calculated after the conclusion of 38th AGM.



3. Based on the data downloaded from the official website of the Central Depository Services (India) Limited ("CDSL") for the remote e-voting and e-Voting process, we have scrutinized and reviewed the remote e-voting and e-voting process and votes tendered therein.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour of or against the resolutions.

I now submit my combined Report as under on the result of the remote e-voting and e-voting in respect of all the resolutions proposed in the Notice of 38th AGM:

➤ **Item No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	57	6,26,62,695	99.9998%
Votes against the Resolution	1	100	00.0002%
Invalid Votes	-	-	-
Total	58	6,26,62,795	100%

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of 38th AGM has been passed with requisite majority.

➤ **Item No. 2: Ordinary Resolution**

To consider and approve appointment of Mr. Nalinkant Amratlal Rathod (DIN: 00272129) who retires by rotation and being eligible, offers himself for re-appointment.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	57	6,26,62,695	99.9998%
Votes against the Resolution	1	100	00.0002%
Invalid Votes	-	-	-



Total	58	6,26,62,795	100%
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Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of 38th AGM has been passed with requisite majority.

➤ **Item No. 3: Ordinary Resolution**

To appoint M/s. M. S. Krishnaswami & Rajan, Chartered Accountants, (Firm Registration No. 01554S), as Statutory Auditors of the Company.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	57	6,26,62,695	99.9998%
Votes against the Resolution	1	100	00.0002%
Invalid Votes	-	-	-
Total	58	6,26,62,795	100%

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of 38th AGM has been passed with requisite majority.

➤ **Item No. 4: Ordinary Resolution**

Approval for material related party transactions.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	56	6,26,62,645	99.9998%
Votes against the Resolution	1	100	00.0002%
Invalid Votes	1	50	00.0000%
Total	58	6,26,62,795	100%

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 4 of the Notice of 38th AGM has been passed with requisite majority.

➤ **Item No. 5: Special Resolution**

Authorisation to borrow money in excess of the Paid-Up Share Capital and Reserves of the Company.

Voting results for resolution (E-voting including Remote E-Voting):



	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	57	6,26,62,695	99.9998%
Votes against the Resolution	1	100	00.0002%
Invalid Votes	-	-	-
Total	58	6,26,62,795	100%

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 5 of the Notice of 38th AGM has been passed with requisite majority.

➤ **Item No. 6: Special Resolution**

Re-appointment of Mr. Yash Kaushik Shah (DIN: 02155636) as an Independent Director of the Company.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	57	6,26,62,695	99.9998%
Votes against the Resolution	1	100	00.0002%
Invalid Votes	-	-	-
Total	58	6,26,62,795	100%

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 6 of the Notice of 38th AGM has been passed with requisite majority.

➤ **Item No. 7: Special Resolution**

Appointment of Mr. Balachandran Vishwanathan Kasi (DIN: 01943195) as an Independent Director of the Company.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	57	6,26,62,695	99.9998%
Votes against the Resolution	1	100	00.0002%
Invalid Votes	-	-	-
Total	58	6,26,62,795	100%

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 7 of the Notice of 38th AGM has been passed with requisite majority.



➤ **Item No. 8: Special Resolution**

Appointment of Mr. Rakesh Madanlal Bhatia (DIN: 00008192) as an Independent Director of the Company.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	57	6,26,62,695	99.9998%
Votes against the Resolution	1	100	00.0002%
Invalid Votes	-	-	-
Total	58	6,26,62,795	100%

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 8 of the Notice of 38th AGM has been passed with requisite majority.

➤ **Item No. 9: Special Resolution**

Appointment of Ms. Hasmita Taunk (DIN: 10728070) as a Director of the Company.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	57	6,26,62,695	99.9998%
Votes against the Resolution	1	100	00.0002%
Invalid Votes	-	-	-
Total	58	6,26,62,795	100%

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 9 of the Notice of 38th AGM has been passed with requisite majority.

➤ **Item No. 10: Special Resolution**

To approve the continuation of Directorship of Mr. Nalinkant Amratlal Rathod (DIN: 00272129) who will attain age of Seventy-Five (75) years on May 12, 2025.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	57	6,26,62,695	99.9998%
Votes against the Resolution	1	100	00.0002%



Invalid Votes	-	-	-
Total	58	6,26,62,795	100%

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 10 of the Notice of 38th AGM has been passed with requisite majority.

The relevant records relating to remote e-voting and e-voting were handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

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


Mitesh J. Shah
Proprietor



FCS No. 10070

CP No. 12891


Peer Review Certificate No. 1730/2022

UDIN: F010070F001209312

Date: September 13, 2024

Place: Mumbai

The Scrutinizer unblocked the votes from the e-voting system of CDSL in our presence at 12:45 p.m. (IST) on September 12, 2024.

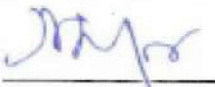


Akash Tiwari



Jaimin Chotaliya

**Received the report
For Restile Ceramics Limited**



N S Ramachandran

Chairman