

**September 12, 2023**

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 37<sup>th</sup> 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 37th Annual General Meeting ("AGM") was held on Monday, September 11, 2023 at 11:30 A.M. (IST) and concluded at 12:36 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 02, 2023 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](mailto:restile@accountscare.com), [works@restile.com](mailto:works@restile.com), Website : [www.restile.com](http://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*



**Palak Kumari**  
**Company Secretary and Compliance Officer**  
**Membership No. A69959**

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](mailto:restile@accountscare.com), [works@restile.com](mailto:works@restile.com), Website : [www.restile.com](http://www.restile.com) **Ph. No. 9998219763**

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

<b>General information about company</b>	
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)	11-09-2023
Start time of the meeting	11:30 AM
End time of the meeting	12:36 PM

**Scrutinizer Details**

<b>Name of the Scrutinizer</b>	Mitesh J Shah
<b>Firms Name</b>	Mitesh J Shah & Associates
<b>Qualification</b>	CS
<b>Membership Number</b>	F10070
<b>Date of Board Meeting in which appointed</b>	02-08-2023
<b>Date of Issuance of Report to the company</b>	12-09-2023

<b>Voting results</b>	
Record date	04-09-2023
Total number of shareholders on record date	24613
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	1
b) Public	45
No. of resolution passed in the meeting	5
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, 2023 and 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	62596302	88.5095	62596302	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70722715	62596302	88.5095	62596302	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	66318	0.2417	66308	10	99.9849	0.0151
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27437184	66318	0.2417	66308	10	99.9849
Total		98279239	62662620	63.7598	62662610	10	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
<b>Promoter and Promoter Group</b>	
<b>Public Insitutions</b>	
<b>Public - Non Insitutions</b>	

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 Mrs. Bharati Nalin Rathod (DIN: 02587701) who retires by rotation and being eligible, offers herself for reappointment				
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	62596302	88.5095	62596302	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70722715	62596302	88.5095	62596302	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	66318	0.2417	66308	10	99.9849	0.0151
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27437184	66318	0.2417	66308	10	99.9849
Total		98279239	62662620	63.7598	62662610	10	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
<b>Promoter and Promoter Group</b>	
<b>Public Insitutions</b>	
<b>Public - Non Insitutions</b>	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for 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	62596302	88.5095	62596302	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	70722715	62596302	88.5095	62596302	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	66318	0.2417	66308	10	99.9849	0.0151
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	27437184	66318	0.2417	66308	10	99.9849	0.0151
Total		98279239	62662620	63.7598	62662610	10	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution.								

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
<b>Promoter and Promoter Group</b>	
<b>Public Insitutions</b>	
<b>Public - Non Insitutions</b>	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Viren Rathod (DIN: 03407158) as Managing 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	62596302	88.5095	62596302	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70722715	62596302	88.5095	62596302	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	66318	0.2417	66308	10	99.9849	0.0151
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27437184	66318	0.2417	66308	10	99.9849
Total		98279239	62662620	63.7598	62662610	10	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
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	62596302	88.5095	62596302	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		70722715	62596302	88.5095	62596302	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	66318	0.2417	66308	10	99.9849	0.0151
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27437184	66318	0.2417	66308	10	99.9849
Total		98279239	62662620	63.7598	62662610	10	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
<b>Promoter and Promoter Group</b>	
<b>Public Insitutions</b>	
<b>Public - Non Insitutions</b>	







**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

**37<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of Restile Ceramics Limited ("the Company") held on Monday, September 11, 2023 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").**

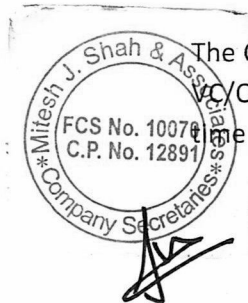
Dear Sir/Madam,

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 02, 2023 for the purpose of scrutinizing the electronic voting including remote electronic voting at the 37<sup>th</sup> Annual General Meeting of the Company held on Monday, September 11, 2023 at 11.30 a.m. (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 02, 2023, 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 General Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated 08 April, 2020, Circular No. 17/2020 dated 13 April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 05 May, 2020, Circular No. 02/2021 dated 13 January, 2021, Circular no. 21/2021 dated 14 December, 2021, Circular no. 02/2022 dated May 05, 2022 and Circular no. 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars'), and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as "SEBI Circulars").

1. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Monday, September 04, 2023, were entitled to vote on the proposed resolution(s) as set out in the item nos. 1 to 5 in the Notice of 37<sup>th</sup> 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 Friday, September 08, 2023 at 10:00 A.M. (IST) and ended on Sunday, September 10, 2023 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 37<sup>th</sup> AGM.



205, Monalisa Apartment, Kasturba Road, Above Bharat Co. Op. Bank Ltd, Malad West, Mumbai - 400 064.

Office Nos. +91 77387 97775, +91 97699 64414    mitesh@mjshah.com

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 37<sup>th</sup> 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, 2023 and 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	50	6,26,62,610	99.99998
Votes against the Resolution	1	10	00.00002
Invalid Votes	-	-	-
<b>Total</b>	<b>51</b>	<b>6,26,62,620</b>	<b>100</b>

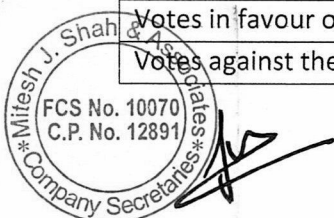
Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of 37<sup>th</sup> AGM has been passed with requisite majority.

➤ **Item No. 2: Ordinary Resolution**

**To consider and approve appointment of Mrs. Bharati Nalin Rathod (DIN: 02587701) who retires by rotation and being eligible, offers herself for reappointment.**

**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	50	6,26,62,610	99.99998
Votes against the Resolution	1	10	00.00002



Invalid Votes	-	-	-
<b>Total</b>	<b>51</b>	<b>6,26,62,620</b>	<b>100</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of 37<sup>th</sup> AGM has been passed with requisite majority.

➤ **Item No. 3: Special Resolution**

**Approval for 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	50	6,26,62,610	99.99998
Votes against the Resolution	1	10	00.00002
Invalid Votes	-	-	-
<b>Total</b>	<b>51</b>	<b>6,26,62,620</b>	<b>100</b>

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 3 of the Notice of 37<sup>th</sup> AGM has been passed with requisite majority.

➤ **Item No. 4: Special Resolution**

**Re-appointment of Mr. Viren Rathod (DIN: 03407158) as Managing Director of the Company.**

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

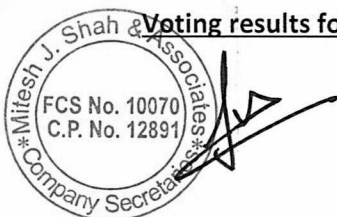
	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	50	6,26,62,610	99.99998
Votes against the Resolution	1	10	00.00002
Invalid Votes	-	-	-
<b>Total</b>	<b>51</b>	<b>6,26,62,620</b>	<b>100</b>

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 4 of the Notice of 37<sup>th</sup> 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	50	6,26,62,610	99.99998
Votes against the Resolution	1	10	00.00002
Invalid Votes	-	-	-
<b>Total</b>	<b>51</b>	<b>6,26,62,620</b>	<b>100</b>


Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 5 of the Notice of 37<sup>th</sup> AGM has been passed with requisite majority.

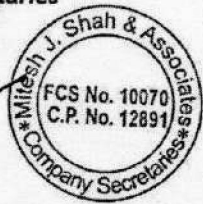
The relevant records relating to remote e-voting and e-voting were handed over to the Company Secretary authorized by the Board for safe keeping.

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

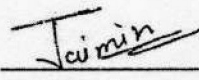
UDIN: F010070E000987651

Date: September 12, 2023

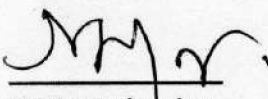
Place: Mumbai

The Scrutinizer unblocked the votes from the e-voting system of CDSL in our presence at 01.10 p.m. (IST) on Monday, September 11, 2023.

  
Disha Doshi

  
Jaimin Chotaliya

Received the report  
For Restile Ceramics Limited

  
N S Ramachandran  
Chairman