

Dated 19<sup>th</sup> September 2018

Department of Corporate Services  
Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, Rotunda Building,  
B.S.Marg, Fort,  
Mumbai - 400 001

Fax: 022 – 22722037/39/41/61

**Kind Attn: The General Manager**

Dear Sir,

**Sub: Intimation of proceedings and details of the voting results of the 32<sup>nd</sup> Annual General Meeting of the Company**

**Ref: Regulation 30 and 44(3) of SEBI (LODR) Regulations, 2015**

**Scrip Code: 515085**

Pursuant to Reg. 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are herewith submitting the details regarding proceedings of the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on Monday, 17<sup>th</sup> September 2018 at 10.00 a.m. at 204, Sakar Complex, Opp. ABS Tower, Vaccine Crossing, Old Padra Road, Baroda- 390 015, Gujarat.

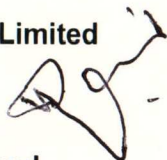
Further pursuant to Reg. 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are herewith submitting the details regarding the voting results of the business transacted at the AGM.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through Insta-poll at the AGM.

You are requested to take note of the above information on record.

Thanking you,

Yours faithfully,  
for **Restile Ceramics Limited**



**Tribhuvan Simh Rathod**  
**Managing Director**

Encl: As above

**Restile Ceramics Limited**

Malkapur Village, Hantoor Mandal, (Via) Ismail Khan Pet, Medak District - 502 296, Andhra Pradesh, India.  
CIN: L26931TG1986PLC006480

T: +91 99890 69956 | E: info@restile.com | www.restile.com

Name of the Company : RESTILE CERAMICS LIMITED

Date of the AGM : 17<sup>th</sup> September 2018

Total number of shareholders on record date : 23,582  
Cut-off date : 7<sup>th</sup> September 2018

No. of shareholders present in the meeting either in person or through proxy:

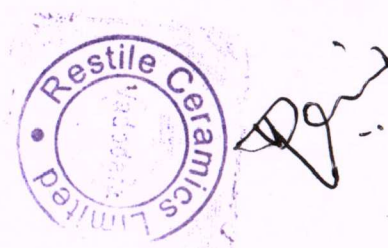
Promoters and Promoter Group : 02  
Public : 37

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group : Nil  
Public : Nil

Results of the Meeting:

Item No.	Type of Resolution	Description of the Resolution	Mode of voting	Remarks
1	Ordinary	Adoption of annual Accounts and Reports thereon for the financial year ended 31st March 2018	Remote e-voting and Insta-Poll at the AGM	Passed with requisite majority
2	Ordinary	Re-appointment of Sri. Nalinkant Amratlal Rathod (DIN: 00272129) as Director who retires by rotation	Remote e-voting and Insta-Poll at the AGM	Passed with requisite majority
3	Ordinary	Appointment of Smt. Bharathi Nalin Rathod (DIN: 02587701) as Director who retires by rotation	Remote e-voting and Insta-Poll at the AGM	Passed with requisite majority
4	Ordinary	Re-appointment of statutory auditors of the company and fixing their remuneration	Remote e-voting and Insta-Poll at the AGM	Passed with requisite majority
5	Special	Re-appointment of Mr. Tribhuvan Simh Rathod as Managing Director of the Company	Remote e-voting and Insta-Poll at the AGM	Passed with requisite majority



6	Special	Authority to borrow in excess of the paid up capital and reserves	Remote e-voting and Insta-Poll at the AGM	Passed with requisite majority
7	Special	Authority to create mortgages, charges and hypothecations	Remote e-voting and Insta-Poll at the AGM	Passed with requisite majority

### Resolution No. 1

Adoption of annual Accounts and Reports thereon for the financial year ended 31st March 2018.

Promoters/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=(2/1)*100	No. of votes cast - in favour (4)	No. of votes cast - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	70722685.	70722685	100.00	70722685	0	100.00	0.00
Public – Institutional Holders	119340	0	0.00	0	0	0.00	0.00
Public - Others	27437214	15147554	55.21	15147554	0	100.00	0.00
<b>Total</b>	<b>98279239</b>	<b>85870239</b>	<b>87.37</b>	<b>85870239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## Resolution No. 2

Re-appointment of Sri. Nalinkant Amratlal Rathod (DIN: 00272129) as Director who retires by rotation.

Promoters/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=(2/1)*100	No. of votes cast - in favour (4)	No. of votes cast - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	70722685	-	-	-	-	-	-
Public - Institutional Holders	119340	0	0.00	0	0	0.00	0.00
Public Others	27437214	15147554	55.21	15147554	0	100.00	0.00
<b>Total</b>	<b>98279239</b>	<b>15147554</b>	<b>15.41</b>	<b>15147554</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

## Resolution No. 3

Appointment of Smt. Bharathi Nalin Rathod (DIN: 02587701) as Director who retires by rotation.

Promoters/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=(2/1)*100	No. of votes cast - in favour (4)	No. of votes cast - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	70722685	-	-	-	-	-	-
Public - Institutional Holders	119340	0	0.00	0	0	0.00	0.00
Public Others	27437214	15147554	55.21	15147554	0	100.00	0.00
<b>Total</b>	<b>98279239</b>	<b>15147554</b>	<b>15.41</b>	<b>15147554</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



#### Resolution No. 4

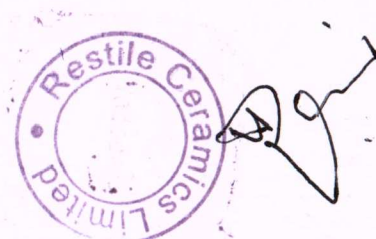
Re-appointment of statutory auditors of the company and fixing their remuneration.

Promoters/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=(2/1)*100	No. of votes cast - in favour (4)	No. of votes cast - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	70722685	70722685	100.00	70722685	0	100.00	0.00
Public - Institutional Holders	119340	0	0.00	0	0	0.00	0.00
Public Others	27437214	15147554	55.21	15147554	0	100.00	0.00
<b>Total</b>	<b>98279239</b>	<b>85870239</b>	<b>87.37</b>	<b>85870239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

#### Resolution No. 5

Re-appointment of Mr. Tribhuvan Simh Rathod as Managing Director of the Company

Promoters/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=(2/1)*100	No. of votes cast - in favour (4)	No. of votes cast - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	70722685	-	-	-	-	-	-
Public - Institutional Holders	119340	0	0.00	0	0	0.00	0.00
Public Others	27437214	15147554	55.21	15147554	0	100.00	0.00
<b>Total</b>	<b>98279239</b>	<b>15147554</b>	<b>15.41</b>	<b>15147554</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## Resolution No. 6

Authority to borrow in excess of the paid up capital and reserves.

Promoters/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=(2/1)*100	No. of votes cast - in favour (4)	No. of votes cast - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	70722685	70722685	100.00	70722685	0	100.00	0.00
Public – Institutional Holders	119340	0	0.00	0	0	0.00	0.00
Public Others	27437214	15147554	55.21	15147554	0	100.00	0.00
<b>Total</b>	<b>98279239</b>	<b>85870239</b>	<b>87.37</b>	<b>85870239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

## Resolution No. 7

Authority to create mortgages, charges and hypothecations.

Promoters/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=(2/1)*100	No. of votes cast - in favour (4)	No. of votes cast - against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on votes polled (7)=(5/2)*100
Promoter and Promoter Group	70722685	70722685	100.00	70722685	0	100.00	0.00
Public – Institutional Holders	119340	0	0.00	0	0	0.00	0.00
Public Others	27437214	15147554	55.21	15147554	0	100.00	0.00
<b>Total</b>	<b>98279239</b>	<b>85870239</b>	<b>87.37</b>	<b>85870239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>





**N. Madhavi**

M.Com., LL.B., A.C.S.  
Company Secretary in Practice

#7, Global Enclave, Bhagyanagar Colony,  
Kukatpally, Hyderabad - 500 072.  
Mobile : 80081 18496, 90599 22045  
e-mail : madhavi.acs@gmail.com

**Form No. MGT - 13**  
**REPORT OF SCRUTINIZER**

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)  
of the Companies (Management and Administration) Rules, 2014

To,  
**The Chairman of 32<sup>nd</sup> Annual General Meeting of Restile Ceramics Ltd.,**

Held on Monday, the 17<sup>th</sup> September 2018 at 10.00 a.m. at 204, Sakar Complex, Opp. ABS Tower,  
Vaccine Crossing, Old Padra Road, Baroda- 390 015, Gujarat.

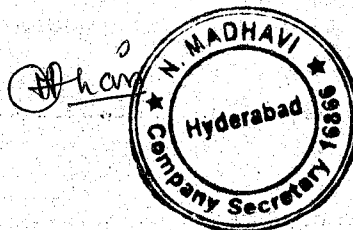
Dear Sir,

I, N.Madhavi, Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of **Restile Ceramics Ltd., ("the Company")** for the purpose of scrutinizing the e-voting & poll process in a fair and transparent manner and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 for the resolutions as contained in the Notice of 32<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company, held on Monday, the 17<sup>th</sup> September 2018 at 10.00 a.m.

I submit my report as under:

**a) E-Voting:**

1. The e-Voting commenced on September 13, 2018 (9.00 a.m.) and was closed on September 16, 2018 (5.00 p.m).
2. The notice dated June 26, 2018 convening the 32<sup>nd</sup> Annual General Meeting of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM.
3. The Management of the Company is responsible for the compliance of Section to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes casted in favour or against for respective Resolution(s).
4. The e-Voting Result was unblocked form the website of Central Depository Services (India) Ltd., i.e., [www.evotingindia.com](http://www.evotingindia.com) and the file containing the Result was opened in the presence of two (2) witnesses, Mr. Subhash and Mr. Ravinder, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



5. Thereafter, the details containing inter alia, list of shareholders, who voted "for" or "against" for the resolutions as set out in the notice of the 32<sup>nd</sup> AGM of the Company that were put to vote, were generated from the e-voting website of CDSL and based upon such reports generated.
6. All the relevant records of electronic voting were sealed and handed over to the Company Secretary for safe keeping.

**b) Poll at AGM:**

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company, Cameo Corporate Services Ltd., Chennai and the authorizations / proxies lodged with the Company.
3. All the poll papers received were valid and complete.
4. The poll papers and all other relevant records were sealed and handed over to the Compliance Officer for safe keeping.

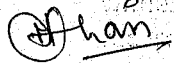
**c) Consolidated Report:**

Consolidated report of both e-Voting and Poll results with details of votes "For" and "Against" for each resolution is herewith attached as Annexure.

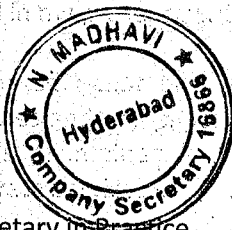
**Recommendation:**

All the resolutions were passed with requisite majority. The Chairman may accordingly declare the result of voting.

Thanking you,



N. Madhavi  
Company Secretary in Practice  
M.No. A16866; CP No. 11732



Place: Hyderabad

Date: 18.09.2018

All the resolutions were passed with requisite majority. The Chairman may accordingly declare the result of voting.

Thanking you,

N. Madhavi



**Restile Ceramics Limited**  
**Consolidated Results of Voting (remote e-voting and insta poll)**

Reso- lution No.	Description	Type of Resolution	Total no. of votes cast	Voted in Favour			Voted against			Invalid / Abstained	
				No. of members Voted	No. of votes casted	% of valid votes	No. of members Voted	No. of votes casted	% of valid votes	No. of members Voted	No. of votes casted
1	Adoption of annual Accounts and Reports thereon for the financial year ended 31st March 2018	Ordinary	85870239	2	3	4=(3)/(1-9)%	5	6	7=(6)/(1-9)%	8	9
				48	85870239	100.00	0	0	0.00	0	0
2	Re-appointment of Sri. Nalinkant Amratlal Rathod (DIN: 00272129) as Director who retires by rotation	Ordinary	85870239	45	15147554	100.00	0	0	0.00	3	70722685
3	Appointment of Smt. Bharathi Nalin Rathod (DIN: 02587701) as Director who retires by rotation	Ordinary	85870239	45	15147554	100.00	0	0	0.00	3	70722685
4	Re-appointment of statutory auditors of the company and fixing their remuneration	Ordinary	85870239	48	85870239	100.00	0	0	0.00	0	0
5	Re-appointment of Mr. Tribhuvan Simh Rathod as Managing Director of the Company	Special	85870239	45	15147554	100.00	0	0	0.00	3	70722685
6	Authority to borrow in excess of the paid up capital and reserves	Special	85870239	48	85870239	100.00	0	0	0.00	0	0
7	Authority to create mortgages, charges and	Special	85870239	48	85870239	100.00	0	0	0.00	0	0

