Dated 21<sup>st</sup> September 2020

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

Kind Attn: The General Manager

Dear Sir,

Sub: Intimation of proceedings and details of the voting results of the 34<sup>th</sup> Annual General Meeting of the Company

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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 34<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, 18<sup>th</sup> September 2020 at 11.00 a.m. through VC/OAVM.

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 remote e-voting and venue e-voting.

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

Thanking you,



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, works@restile.com, Website : www.restile.com Name of the Company

### RESTILE CERAMICS LIMITED

Date of the AGM

18<sup>th</sup> September 2020

Total number of shareholders on record date : 23,3384 Cut-off date : 11<sup>th</sup> Sonto

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: 11<sup>th</sup> September 2020

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

Promoters and Promoter Group	: NA	
Public	- 14/4	
I UNITE	: NA	
	· NA	

No. of Shareholders attended the meeting through Video Conferencing:

Promoters Public	and	Promoter	Group	a 	1
FUDIC					45

### **Results of the Meeting:**

Item No.	Type of Resolution		Mode of voting	Remarks
1	Ordinary	Adoption of annual Accounts and Reports thereon for the financial year ended 31st March 2020	Remote e- voting and e- voting during AGM	Passed with requisite majority
	Ordinary	Re-appointment of Sri. Nalinkant Amratlal Rathod (DIN: 00272129) as Director who retires by rotation	Remote e- voting and e- voting during 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 e- voting during AGM	Passed with requisite majority
4	Special	Re-appointment of Mr. G. Padmanabhan as an Independent Director of the Company	Remote e- voting and e- voting during AGM	Passed with requisite majority
5	Special	Authority to borrow in excess of the paid up capital and reserves	Remote e- voting and e- voting during AGM	Passed with requisite majority
-	Special	Authority to create mortgages, charges and hypothecations	Remote e- voting and e- voting during AGM	Passed with requisite majority
7	Special	Approval for Related Party Transactions		Passed with requisite majority



Adoption of annual Accounts and Reports thereon for the financial year ended 31st March 2020

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	65542685	92.68	65542685	0	100.00	0.00
Public – Institutional Holders	119342	0	0.00	0	0	0.00	0.00
Public - Others	27437212	15065985	54.91	15065885	100	99.9993	0.0007
Total	98279239	80608670	82.02	80608570	100	99.9999	0.0001

### **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	65542685	92.68	65542685	0	100.00	0.00
Public – Institutional Holders	119342	0	0.00	0	0	0.00	0.00
Public - Others	27437212	15065985	54.91	15065885	100	99.9993	0.0007
Total	98279239	80608670	82.02	80608570	100	99.9999	0.0001



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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	65542685	92.68	65542685	0	100.00	0.00
Public – Institutional Holders	119342	0	0.00	0	0	0.00	0.00
Public - Others	27437212	15065985	54.91	15065885	100	99.9993	0.0007
Total	98279239	80608670	82.02	80608570	100	99.9999	0.0001

### **Resolution No. 4**

Re-appointment of Mr. G. Padmanabhan as an Independent 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	65542685	92.68	65542685	0	100.00	0.00
Public – Institutional Holders	119342	0	0.00	0	0	0.00	0.00
Public - Others	27437212	15065985	54.91	15065885	100	99.9993	0.0007
Total	98279239	80608670	82.02	80608570	100	99.9999	0.0001

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	65542685	92.68	65542685	0	100.00	0.00
Public – Institutional Holders	119342	0	0.00	0	0	0.00	0.00
Public - Others	27437212	15065985	54.91	15065885	100	99.9993	0.0007
Total	98279239	80608670	82.02	80608570	100	99.9999	0.0001

Authority to borrow in excess of the paid up Capital and Reserves

### **Resolution No. 6**

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	65542685	92.68	65542685	0	100.00	0.00
Public – Institutional Holders	119342	0	0.00	0	0	0.00	0.00
Public - Others	27437212	15065985	54.91	15065885	100	99.9993	0.0007
Total	98279239	80608670	82.02	80608570	100	99.9999	0.0001

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Ap	proval for	Related Par		% of Votes	No. of	No. of votes	% of votes in favour on	% of votes against on votes polled
Pr	omoters/ Public	No. of shares held	No. of votes polled	polled on outstanding Shares	votes cast - in favour (4)	cast - against (5)	votes polled (6)=(4/2)*100	(7)=(5/2)*100
		(1)	(2)	(3)=(2/1)*100	65542685	0	100.00	0.00
P	romoter	70722685	65542685	92.68	000420			
P	nd romoter					0	0.00	0.00
F	Public -	119342	0	0.00	0			
	Institutional Holders				15065885	100	99.9993	0.0007
T	Public -	27437212	15065985	54.91	15065566		99.9999	0.0001
ł	Others	98279239	80608670	82.02	80608570	100	99.3000	
	Total	98219233						





SRINIDHI SRIDHARAN & ASSOCIATES COMPANY SECRETARIES

#### **Consolidated Scrutinizer's Report**

19<sup>th</sup> September, 2020

The Chairman Restile Ceramics Limited, 204, Sakar Complex, Vaccine Crossing, Old Padra Road, Vadodara Gujarat - 390015

### Ref: 34<sup>th</sup> Annual General Meeting (AGM) of the Members of the Restile Ceramics Limited held on 18<sup>th</sup> September, 2020 at 11:00 A.M I.S.T by way of Video Conferencing ("VC").

Dear Sir,

We, Srinidhi Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by RESTILE CERAMICS LIMITED pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April, 08, 2020 and Circular no. 17/2020 dated April 13, 2020 to scrutinize the voting relating to the resolutions as set out in the notice of the AGM through remote e-voting process held between Tuesday, 15<sup>th</sup> September, 2020 (09.00 AM) (IST) to Thursday, 17<sup>th</sup> September, 2020 (5.00 PM) (IST) and through electronic voting system (e-voting) during the 34<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Friday, 18<sup>th</sup> September, 2020 at 11:00 A.M I.S.T by way of Video Conferencing ("VC").

We now submit our Consolidated Report as under:



34<sup>™</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT – RESTILE CERAMICS LIMITED

1

- 1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders is the responsibility of the management.
- 2. The Company has availed remote e-voting system and electronic voting system at the AGM provided by Central Depository Services (India) Limited (CDSL) for enabling the members to cast their vote under the provisions of the said Sections and the Rules made thereunder.
- 3. After conclusion of the proceedings of the meeting, the shareholders present through VC voted through the e-voting facility provided by CDSL. As per the information given by the Company, the names of the shareholders who had voted by remote e-voting had been blocked and only those members who were present at the AGM through VC and who had not voted by remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- 4. We have scrutinized and reviewed the remote e-voting system, electronic voting system after conclusion of the AGM. Further, we have unblocked the votes cast by the members through electronic voting system in the presence of two witnesses Mr. K Satheesh and Ms. Shazia Shabnam, who are not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and e-voting at the AGM are based on the data downloaded from the official website of CDSL.
- 5. Based on the data downloaded from the Official website of CDSL for the remote evoting system and on the basis of the report furnished to us by them on the electronic voting system, we now submit our consolidated report (Remote e-voting, Electronic Voting System) as under:



34<sup>TH</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT – RESTILE CERAMICS LIMITED

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Item No. 1. - Adoption of Audited Standalone Financial Statements of the Company for FY 2019-2020, Reports of the Board of Directors and Auditors thereon.

### **ORDINARY RESOLUTION**

(i) Votes in **favour** of the resolution:

Number Members voted Remote E-Voting	of in	Number votes (Shares) Remote E-Voting		Number Members through voting	of voted E-	Number votes (Shares) through voting	of cast E-	Total Number of votes cast through Remote	% of total number of valid votes cast
								E-Voting and E- voting	
27		806082	219	9		351		80608570	99.99988

(ii) Votes against the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	••••••••••••••••••••••••••••••••••••••	Number of votes cast (Shares) through E- voting	Total Number of votes cast through Remote E-Voting	% of total number of valid votes cast
1	100	0	0	and E- voting	0.00012

(iii) Invalid Votes:

NIL		NIL		NIL		N	IL	ľ	IIL	
Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E- Voting	cast	Number Members through E-	voted	cast	of votes (Shares) E-voting	Total N votes through E- Votir voting	c Rem	ast ote

### **RESULT**:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1. as set out in the Notice of the AGM is passed with requisite majority.

34TH AGM - CONSOLIDATED SCRUTINIZER'S REPORT - RESTILE CERAMICS LIMITED

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# Item No. 2 – Re-appointment of Mr. Nalinkant Amratlal Rathod (DIN: 00272129), Director retiring by rotation.

### **ORDINARY RESOLUTION**

(i) Votes in **favour** of the resolution:

27		806082	019	9		351		E-voting 80608570	99.99988
E- Voting		E-Voting				voting		Remote E- Voting and	
Remote		Remote		voting		through	E-	through	cast
voted	in	(Shares)	-	through	E-	(Shares)		votes cast	valid votes
Members		votes	cast	Members	voted	votes	cast	Number of	number of
Number	of	Number	of	Number	of	Number	of	Total	% of total

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	votes cast	E ANTON AND AND AND AND AND AND AND AND AND AN	Number of votes cast (Shares) through E- voting	Total Number of votes cast through Remote E- Voting and	% of total number of valid votes cast
1	100	0	0	E-voting 100	0.00012

(iii) Invalid Votes:

NIL		NIL		NIL		N	IL		NIL	
Remote E- Voting		Remote E- Voting						E- Vol voting	ting and	E-
voted	in	()	-	through E-	voting	through	E-voting	throug		
Members		votes	cast	Members	voted	cast	(Shares)	votes	(	cast
Number	of	Number	of	Number	of	Number	of votes	Total	Number	of

### RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

34TH AGM - CONSOLIDATED SCRUTINIZER'S REPORT - RESTILE CERAMICS

(OLD No. 12) NEW No.5 GROUND KLOO SIVASAILAM STRI

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# Item No. 3 – Re-appointment of Ms. Bharati Nalin Rathod (DIN: 02587701), Director retiring by rotation.

### **ORDINARY RESOLUTION**

(i) Votes in **favour** of the resolution:

27		806082	219	9		351		80608570	99.99988
								E-voting	
								Voting and	
E- Voting		E-Voting				voting		Remote E-	
Remote		Remote		voting		through	E-	through	cast
voted	in	(Shares)	-	through	E-	(Shares)		votes cast	valid votes
Members		votes	cast	Members	voted		cast	Number of	number of
Number	of	Number	of		of	Number	of	Total	% of total

(ii) Votes against the resolution:

Remote E- Voting	In	(Snares) – Remote E-Voting	through E-voting	(Shares) through voting	E-	votes cast through Remote E- Voting and E-voting	valid votes cast
voted	in	(Shares) -	through E-voting	(Shares)	E-	votes cast	valid votes
Number Members	of	Number of votes cast			of	Total Number of	% of tot

(iii) Invalid Votes:

NIL		NIL		NIL	c.	N	IL		NIL	
voted Remote E- Voting	in	(Shares) Remote E- Voting		through E-				throug		
Number Members	of	Number votes	of cast		of voted		of votes (Shares)	Total votes		

### **RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.



NEW No.5

# Item No. 4 – Re- Appointment of Mr. G. Padmanabhan as an Independent Director of the Company.

### SPECIAL RESOLUTION

(i) Votes in **favour** of the resolution:

E- Voting		E-Voting			voting		Remote E- Voting and E-voting 80608570	99,99988
voted Remote	in	(Shares) - Remote	through voting	E-	(Shares) through	E-	through	cast
Number Members	of	Number o votes cas	Members			of cast	Total Number of votes cast	% of total number of valid votes

(ii) Votes against the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	and the second	Total Number of votes cast through Remote E- Voting and E-voting	
1	100	0	0	100	0.00012

(iii) Invalid Votes:

NIL		NIL		NIL		N	IL	N	IL
E- Voting		E- Voting						voting	g unu
Remote		Remote						E- Votin	a and
voted	in	(Shares)		through E-v	voting	through	E-voting	through	Remo
members		votes	cast	Members	voted	cast	(Shares)	votes	Ca
Number	of	Number	of	Number			of votes		umber

### **RESULT**:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.

34<sup>TH</sup> AGM - CONSOLIDATED SCRUTINIZER'S REPORT - RESTILE CERAMICS LI

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### Item No. 5 – Authority to borrow in excess of the paid up Capital and Reserves

### SPECIAL RESOLUTION

(i) Votes in **favour** of the resolution:

Number	of	Number	of	Number	of	Number	of	Total	% of total
Members		votes	cast	Members	voted	votes	cast	Number of	number of
voted	in	(Shares)	-	through	E-	(Shares)		votes cast	valid votes
Remote		Remote		voting		through	E-	through	cast
E- Voting		E-Voting				voting		Remote E-	
								Voting and	
								E-voting	
27		806082	219	9		351		80608570	99.99988

(ii) Votes against the resolution:

Number of	Number of	Number of	Number of	Total	% of total
Members voted in	votes cast (Shares) –		votes cast (Shares)	Number of votes cast	
Remote E- Voting	Remote E-Voting		through E- voting	through Remote E- Voting and E-voting	cast
1	100	0	0	100	0.00012

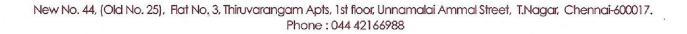
(iii) Invalid Votes:

Number	of	Number	of	Number	of	Number	of votes	Total Nu	imber c
members		votes	cast	Members	voted	cast	(Shares)	votes	cas
voted	in	(Shares)	-	through E-	voting	through	E-voting	through	Remot
Remote		Remote						E- Voting	and E
E- Voting		E- Voting						voting	-
NIL		NIL		NIL		N	IL	N	٢L

#### RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.

34<sup>TH</sup> AGM - CONSOLIDATED SCRUTINIZER'S REPORT - RESTILE CERAMICS LIMITE



(OLD No. 12) NEW No.5 GROUND

SIVASAILAN

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### Item No. 6 – Authority to create mortgages, charges and hypothecations.

### SPECIAL RESOLUTION

(i) Votes in favour of the resolution:

27	8060821	19	9		351		80608570	99.99988
Number of Members voted in Remote E- Voting	votes c	cast M – ti	lumber lembers hrough oting	of voted E-	Number votes (Shares) through voting	of cast E-	Total Number of votes cast through Remote E- Voting and E-voting	% of total number of valid votes cast

(ii) Votes against the resolution:

Number Members voted Remote E- Voting	of in	Number of votes cast (Shares) – Remote E-Voting	Members voted	Number o votes cas (Shares) through E voting	t Number of votes cast through Remote E- Voting and	% of total number of valid votes cast
1		100	0	0	E-voting 100	0.00012

(iii) Invalid Votes:

### **RESULT**:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority. DHARAN

34TH AGM - CONSOLIDATED SCRUTINIZER'S REPORT - RESTILE CERAMICS LIMITEDIABBIBI

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### Item No. 7 – Approval for Related Party Transactions.

### SPECIAL RESOLUTION

(i) Votes in **favour** of the resolution:

27	80608	219	9		351		80608570	99.99988
Members	f Number votes n (Shares) Remote E-Voting	cast ) –	Number Members through voting	of voted E-	Number votes (Shares) through voting	of cast E-	Total Number of votes cast through Remote E- Voting and E-voting	% of total number of valid votes cast

(ii) Votes against the resolution:

1	100	0	0		100	0.00012
Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting		CRASS, MARCHINES,	of cast E-		% of total number of valid votes cast

(iii) Invalid Votes:

NIL	NIL	NIL	NIL	NIL
members	Number of votes cast (Shares) – Remote E- Voting	Members voted	· · · · · · · · · · · · · · · · · · ·	

### **RESULT**:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed with requisite majority.



6. A Compact Disc (CD) containing a list of equity shareholders who voted **"FOR"** and **"AGAINST"** for each resolution is enclosed.

7. The electronic data relating to remote e-voting and electronic voting system, all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,

Yours faithfully,

For Srinidhi Sridharan & Associates Company Secretaries

CS Srinidhi Sridharan CP No.17990 ACS No. 47244 UDIN: A047244B000735351



34<sup>TH</sup> AGM - CONSOLIDATED SCRUTINIZER'S REPORT - RESTILE CERAMICS LIMITED