

RESTILE CERAMICS LIMITED

CIN: L26931TG1986PLC006480

Registered Office: Malakapur Villagae, Hatnoor Mandal Medak, West Godavari, Telangana

E-Mail: restile@accountscare.com • Website: www.restile.com

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (the 'Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force), Secretarial Standard - 2 (SS 2), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time, to pass the following resolution as set out below, by the Shareholders of Restile Ceramics Limited, by means of Postal Ballot, which includes remote e-voting.

Members' consent is sought for the Special Resolution appended below. The Statement pertaining to the said Resolution under Section 102(1) of the Act setting out the material facts and reasons for the Resolution is also annexed herewith and is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors have appointed **Mr. Manoj Kumar Koyalkar, Practicing Company Secretary (Membership No. FCS. 9298 and CP No.10004)**, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope (if posted in India), so as to reach the Scrutinizer **on or before the close of business hours at 5.00 p.m. on Thursday, 29th September 2017**, being the last date for receipt of the duly completed Postal Ballot Forms. Please note that the Postal Ballot Form (s) received after the said date will be treated as if reply from the member has not been received in terms of the aforesaid Rules. The postage on the enclosed self-addressed pre-paid postage envelope shall be borne and paid by the Company.

We are pleased to offer remote e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of sending physical Postal Ballot form. Remote e-voting is optional. Please carefully read and follow the instructions on remote e-voting printed in this Notice.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other Director/any other person authorized by the Chairman, after completion of scrutiny of Postal Ballots in a fair and transparent manner and **the result of the Postal Ballot/Remote e-voting will be announced on Saturday, the 30th September, 2017 at 5.00 p.m. The Resolution, if passed with requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or remote e-voting, i.e., Friday, the 29th September, 2017.** The results declared along with the Scrutinizer's Report shall be displayed on the notice board of the Company at its Registered Office and Head Office, Company's website www.restile.com and on the website of CDSL www.cdslindia.com for information of the Members, besides being communicated to BSE Limited (BSE) where the equity shares of the Company continue to be listed. The result of the postal ballot shall also be announced through newspaper advertisement.

Proposed Resolution:

Special Business

1. Shifting of Registered Office of the Company from the State of Telangana to the State of Gujarat

To consider and if thought fit, to pass the following resolution as a **Special Resolution through postal ballot process**:

“RESOLVED THAT subject to the provisions of Sections 12, 13 and 110 and other provisions of Companies Act, 2013, and SEBI(LODR) Regulations, 2015 and read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director or the Central Government and such other approvals, permissions and sanctions, as may be required from time to time, consent of the Members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of Telangana to the State of Gujarat and that Clause II of the Memorandum of Association of the Company be substituted and replaced as under:

The Registered Office of the Company will be situated in the State of Gujarat.

“RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Telangana to the State of Gujarat.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any person(s) authorized and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer/director so authorized by the Board, be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, authorized representatives, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company.”

“RESOLVED FURTHER THAT, Shri Tribhuvan Simh Rathod, Managing Director of the company or Mr. Manoj Kumar Koyalkar, Practising Company Secretary or Mrs. Kavitha Surana, Practising Company Secretary, be and is hereby authorized to appear before the concerned Regional Director/Registrar of Companies or any other Statutory Authority, to plead for the aforesaid application, to file the necessary vakalatnama and/or Memorandum of Appearance with the concerned Authority, to sign, authenticate and make any kind of declaration and submit all kind of documents, papers, deeds, petition, forms relating to aforesaid application and to act for every purpose connected with the proceedings of the application and to take such other steps as may be required by the concerned Regional Director/Registrar of Companies or any other statutory authority or otherwise become necessary in the regard.”

By Order of the Board of Directors

Sd/-

Narayanan Subramanian

(DIN 02577983)

DIRECTOR

Place: Chennai

Date: 21st August, 2017

Notes:

1. The Board of Directors has appointed Mr. Manoj Kumar Koyalkar, Practicing Company Secretary (Membership No. FCS 9298 and CP No.10004), as the Scrutinizer to conduct the postal ballot/remote e-voting process in a fair and transparent manner.
2. The Statement as required under Section 102 of the Companies Act, 2013 is appended to this Notice. A Postal Ballot Form is also enclosed.
3. The Notice is being sent to all the Members by post (and electronically by email to those Members who have registered their email IDs with the Company), who's names appear in the Register of Members/Record of Depositories as on 18th August, 2017. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on record date i.e. 24th August 2017. Any person who is not a member on record date should treat this Notice for information purpose only.
4. All the material documents referred to in the Statement shall also be available for inspection at the registered office of the Company on any working day, during normal business hours between 3.00 p.m. to 5.00 p.m. upto the date of passing of the Special Resolution through Postal Ballot, by the Shareholders of the Company.
5. The Notice is also being published in Business Standard (English Edition) and Andhra Prabha (Telugu Edition).
6. The Notice is also placed on the website of the Company i.e. www.restile.com
7. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has also extended remote e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s).
8. The Members can opt for only one mode of voting, i.e., either by Physical Ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

ANNEXURE TO THE NOTICE**(Explanatory statement Pursuant To Section 102 Of The Companies Act, 2013)****Item No. 1****SHIFTING OF REGISTERED OFFICE FROM THE STATE OF HYDERABAD TO STATE OF GUJARAT**

The Registered Office of the Company is presently situated in the State of Telangana. The Company intends to enlarge its business operations by exploring new markets. The shifting of Registered Office from State of Telangana to the State of Gujarat will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently. Therefore, the shifting of Registered Office of the Company to the State of Gujarat would be in the best interest of the Company.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office would require alteration in the Memorandum of Association of the Company by obtaining necessary approvals from the Shareholders of the Company, by way of a Special Resolution. Accordingly, the Board of Directors, in their meeting held on 21st August 2017 considered the matter in detail, for recommending the Special Resolution contained in the accompanying Notice for Shareholders' approval.

A copy of the altered Memorandum would be available for inspection at the Registered Office of the Company on any working day, during normal business hours between 3.00 P.M. to 5.00 P.M., by the Shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution, except to the extent of their shareholding in the Company, if any.

Pursuant to Section 102(1) of the Companies Act, 2013, the extent of shareholding of Directors, Key Managerial Personnel (KMP) and their relatives in the Company is provided below:

Name	Designation	Extent of Shares in the Company
Shareholding of Director, Key Managerial Personnel (KMP):		
Nalinkant Amratlal Rathod	Non-Independent Promotor Chairman	8126383
Shareholding of Relative of Director, Key Managerial Personnel (KMP):		

The nature of concern or interest, financial or otherwise of Directors, KMP and their relatives are as aforesaid only.

It is to be noted that this resolution does not relate to or affects any other Company.

Therefore, the Board recommends the Special Resolution set out in the accompanying Notice for approval by the Members.

By Order of the Board of Directors

Sd/-

Narayanan Subramanian

(DIN 02577983)

DIRECTOR

Place: Chennai

Date: 21st August, 2017

Instructions for Voting:

General Information:

There will be one Postal Ballot Form / remote e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.

Members can opt for only one mode of voting i.e. either by Postal Ballot or through remote e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by remote e-voting and vice versa. In case Members cast their votes both by means of Postal Ballot and remote e-voting, the votes cast by remote e-voting shall prevail and votes cast through Postal Ballot form shall be considered invalid.

Voting rights in the Postal Ballot / remote e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives accompanied by a certified copy of the relevant board resolution with the specimen signature(s) of the authorized signatory(ies) duly attested.

The Board of Directors has appointed Mr. Manoj Kumar Koyalkar, Practicing Company Secretary (Membership No. FCS 9298 and CP No.10004), as the Scrutinizer to conduct the postal ballot/remote e-voting process in a fair and transparent manner.

Voting through Physical Postal Ballot Form

Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.

In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.

The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished to National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.

Completed Postal Ballot Forms should reach the Scrutinizer at ***C/o Restile Ceramics Limited, 1-10-177, Varun Towers, 5th Floor, Opp Hyderabad Public School, Begumpet, Hyderabad-500016*** not later than the close of working hours i.e. at 5.00p.m on 29th September 2017. Postal Ballot Forms received after this date will be considered invalid.

Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the – Cameo Corporate Services Ltd or to the e-mail id:cameo@cameocorp.com .Duly completed and signed/duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on 29th September 2017.

Members are requested not to send any paper (other than the resolution/authority as mentioned under "General Information" of point 1.c above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes .All such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

Voting through Electronic Means:

In compliance with provisions of Section-108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to inform you the facility to exercise your voting right for this Postal Ballot by electronic means (e-Voting) and the business may be transacted through e-voting Services provided by Central Depository Services Ltd (CDSL).

1. The procedure and instruction for e-voting are as under:

- (i) The voting period begins on 31st August 2017 on 09:00 A.M. and ends on 29th September, 2017 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24th August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which

they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company.

POSTAL BALLOT FORM

1.	Name(s) & Registered Address of the sole/first named member
2.	Name(s) of the Joint-Holder(s), if any
3.	Registered Folio Number/ DP ID & Client ID No.
4.	Number of Equity Share(s) held

I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot / remote e-voting, for the special business stated in the Postal Ballot Notice dated 21st August 2017 of the Company by conveying my /our assent or dissent to the said Resolution by placing tick () mark in the appropriate boxes below :

Resolution Number	Description of Resolution	No. of Shares	I/We assent to the Resolutions (FOR)	I/We Dissent to the Resolutions (AGAINST)
1	Shifting of Registered Office of the Company from State of Telangana to the State of Gujarat.			

Date:

Place:

Signature of the Member or the Authorized Representative (as per instructions overleaf)

Electronic Voting Particulars

E-Voting Sequence No. (EVSN)	USER ID (16 Digit Demat Account / Folio No.)	PASSWORD (Please refer point no. (v) of instructions overleaf)

Note :

1. Please read the instructions printed in the notice carefully before exercising your vote.
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is Friday, 29th Day of September 2017