

MANOJ KUMAR KOYALKAR

#102, Pavani Plaza, Khairtabad

Company Secretary

Hyderabad – 500004 (TG)

Phone No. 09948859300

Hyderabad, 3rd October, 2017

To
The Chairman
Restile Ceramics Limited
Malakapur Village, Hatnoor Mandal
Medak West Godavari
TG - 502296

Sir,

Sub: Submission of Scrutinizer's Report with regard to the resolutions passed by the Company through Postal Ballot and E-Voting pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 ('the Act') read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 vide Notice dated 21st August, 2017

With reference to the captioned subject, please find enclosed the postal ballot results along with Postal Ballot Register, Postal Ballot Forms, Envelopes containing Postal Ballot Forms received on or before the closing of working hours at 5.00 p.m. on Friday, 29th September, 2017. (cut-off date for receiving the duly completed Postal Ballot Forms).

Kindly acknowledge a copy towards the receipt of the above,

Thanking You,

Manoj Kumar Koyalkar
Company Secretary in Practice
Membership No.: 9298
Certificate of Practice No.: 10004

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SCRUTINIZER'S REPORT

To
The Chairman
Restile Ceramics Limited
Malakapur Village, Hatnoor Mandal
Medak West Godavari
TG - 502296

Dear Sir,

The Board of Directors of your Company has appointed me as a Scrutinizer for conducting the Postal Ballot voting process including voting by electronic means.

The management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of:

- (a) The Companies Act, 2013 and the Rules made thereunder; and
- (b) The Listing Agreement(s) with the Stock Exchange, relating to Postal Ballot voting including voting by electronic means.

My responsibility as a scrutinizer is restricted to make a Scrutinizer's report of the votes casted by the members for the resolution contained in the Notice dated 21st August, 2017, based on the reports generated from the e-voting system provided by Central Depository Services Limited, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. closing of workings hours on Friday, 29th September, 2017.

I submit my report as under:

- i. The Company has completed, the dispatch of all Postal Ballot Forms along with postage prepaid bookpost, including voting by electronic means (e-voting), to its members whose name(s) appeared on the Register of Members/list of beneficiaries.
- ii. After the time fixed for closing of the Remote e-voting on 29th September, 2017, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://www.evotingindia.com/scrutinizer> of Central Depository Services Limited, the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
- iii. All physical postal ballots received till the time fixed for closing of the Postal Ballot on 29th September, 2017, were diligently scrutinized and reconciled with the records maintained by the Company through Cameo Corporate Services Limited, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
- iv. Particulars of all the Postal Ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- v. The Postal Ballot forms were kept under safe custody in a separate ballot box before commencing the scrutiny of such postal ballot forms.
- vi. The Ballot box was opened on 29th September, 2017, after closing of working hours, in my presence.
- vii. All Postal Ballot forms received up to the closing of working hours on September 29, 2017, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- viii. No envelopes containing postal ballot forms were received after the closing of working hours on 29th September, 2017.
- ix. No envelopes containing postal ballot forms were returned undelivered.
- x. I did not find any defaced or mutilated ballot paper.

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A summary of the postal ballot voting including voting by electronic means in respect of passing of the resolution contained in the Notice dated 21st August, 2017 through Postal Ballot is enclosed as Annexure-I to this report.

I have handed over the Postal Ballot forms and other related papers/registers and records for safe custody to the Director authorized by the Board to supervise the Postal Ballot process.

After the aforesaid scrutiny of the Postal Ballot Forms and taking into account the e-Voting results, I report that the Ordinary Resolution as contained in the said Notice have been passed with requisite majority as required under the provisions of the Companies Act, 2013.

You may accordingly declare the result of the voting of Postal Ballot.

Thanking You,

Manoj Kumar Koyalkar
Company Secretary in Practice
Membership No.: 9298
Certificate of Practice No.: 10004

Encl. Annexure-I

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Annexure-I

Summary of Postal Ballot and E-Voting

Resolution	Mode	Ballots Received	Total Votes Received	Favour			Against			Invalid	
				Ballots	Votes	% of favour valid votes of Total valid votes received	Ballots	Votes	% of against valid votes to Total valid votes Received	Ballots	Votes
Special Resolution for Shifting of Registered office of the Company from the state of Telangana to the State of Gujarat	E-Voting	18	71418440	14	71418337	100%	04	103	0%	0	0
	Physical Ballot	1	14335631	1	14335631	100%	0	0	0%	0	0
	TOTAL	19	85754071	15	85753968	100%	04	103	0%	0	0

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