



N. Madhavi

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

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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 33rd Annual General Meeting of Restile Ceramics Ltd.,

Held on Friday, the 20th September 2019 at 4.00 p.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 33rd Annual General Meeting (AGM) of the members of the Company, held on Friday, the 20th September 2019 at 4.00 p.m.

I submit my report as under:

a) E-Voting:

1. The e-Voting commenced on September 17, 2019 (9.00 a.m.) and was closed on September 19, 2019 (5.00 p.m).
2. The notice dated August 10, 2019 convening the 33rd 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 from the website of Central Depository Services (India) Ltd., i.e., www.evotingindia.com and the file containing the Result was opened in the presence of two (2) witnesses, who are not in the employment of the Company.



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 33rd 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.

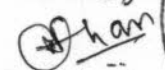
c) Consolidated Report:

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: 22.09.2019

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

Reso- lution No.	Description	Type of Resolution	Mode of voting	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 2019	Ordinary	E-voting	71482052	10	71420471	99.91	1	61581	0.09	0	0
			Poll	14443674	33	14443674	100.00	0	0	0.00	0	0
			Total	85925726	43	85864145	99.93	1	61581	0.07	0	0
2	Re-appointment of Sri. Nalinkant Amratlal Rathod (DIN: 00272129) as Director who retires by rotation	Ordinary	E-voting	71482052	7	697786	91.89	1	61581	8.11	3	70722685
			Poll	14443674	33	14443674	100.00	0	0	0.00	0	0
			Total	85925726	40	15141460	99.59	1	61581	0.41	3	70722685
3	Appointment of Smt. Bharathi Nalin Rathod (DIN: 02587701) as Director who retires by rotation	Ordinary	E-voting	71482052	7	697786	91.89	1	61581	8.11	3	70722685
			Poll	14443674	33	14443674	100.00	0	0	0.00	0	0
			Total	85925726	40	15141460	99.59	1	61581	0.41	3	70722685
4	Appointment of statutory auditors of the company and fixing their remuneration	Ordinary	E-voting	71482052	10	71420471	99.91	1	61581	0.09	0	0
			Poll	14443674	33	14443674	100.00	0	0	0.00	0	0
			Total	85925726	43	85864145	99.93	1	61581	0.07	0	0
5	Appointment of Mr. Viren Rathod as Managing Director of the Company	Ordinary	E-voting	71482052	7	697786	91.89	1	61581	8.11	3	70722685
			Poll	14443674	33	14443674	100.00	0	0	0.00	0	0
			Total	85925726	40	15141460	99.59	1	61581	0.41	3	70722685
6	Appointment of Mrs. Shruithi Rathod as Director of the company	Ordinary	E-voting	71482052	7	697786	91.89	1	61581	8.11	3	70722685
			Poll	14443674	33	14443674	100.00	0	0	0.00	0	0
			Total	85925726	40	15141460	99.59	1	61581	0.41	3	70722685



Reso- lution No.	Description	Type of Resolution	Mode of voting	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
7	Appointment of Mr. Yash Kaushik Shah as an Independent Director of the company	Ordinary	E-voting	71482052	10	71420471	99.91	1	61581	0.09	0	0
			Poll	14443674	33	14443674	100	0	0	0	0	0
			Total	85925726	43	85864145	99.93	1	61581	0.07	0	0
8	Re-appointment of Mr. Mani as an Independent Director of the Company for another term of 5 (five) consecutive years (second term)	Special	E-voting	71482052	10	71420471	99.91	1	61581	0.09	0	0
			Poll	14443674	33	14443674	100.00	0	0	0.00	0	0
			Total	85925726	43	85864145	99.93	1	61581	0.07	0	0
9	Re-appointment of Mr. Nalandula Srinivasarao Ramachandran as an Independent Director of the Company for another term of 5 (five)	Special	E-voting	71482052	10	71420471	99.91	1	61581	0.09	0	0
			Poll	14443674	33	14443674	100.00	0	0	0.00	0	0
			Total	85925726	43	85864145	99.93	1	61581	0.07	0	0
10	Re-appointment of Mr. Rajendra Prasad Kandikattu as Nominee Director of the Company	Ordinary	E-voting	71482052	10	71420471	99.91	1	61581	0.09	0	0
			Poll	14443674	33	14443674	100.00	0	0	0.00	0	0
			Total	85925726	43	85864145	99.93	1	61581	0.07	0	0
11	Authority to borrow in excess of the paid up Capital and Reserves	Special	E-voting	71482052	10	71420471	99.91	1	61581	0.09	0	0
			Poll	14443674	33	14443674	100.00	0	0	0.00	0	0
			Total	85925726	43	85864145	99.93	1	61581	0.07	0	0
12	Authority to create mortgages, charges and hypothecations	Special	E-voting	71482052	10	71420471	99.91	1	61581	0.09	0	0
			Poll	14443674	33	14443674	100.00	0	0	0.00	0	0
			Total	85925726	43	85864145	99.93	1	61581	0.07	0	0
13	Approval for Related Party Transactions	Special	E-voting	71482052	7	697786	91.89	1	61581	8.11	3	70722685
			Poll	14443674	33	14443674	100.00	0	0	0.00	0	0
			Total	85925726	40	15141460	99.59	1	61581	0.41	3	70722685

