



N. Madhavi

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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 32nd Annual General Meeting of Restile Ceramics Ltd.,

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

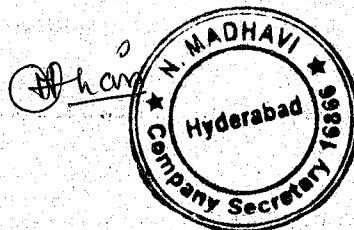
Dear Sir,

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 32nd Annual General Meeting (AGM) of the members of the Company, held on Monday, the 17th 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 32nd 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 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 32nd 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.

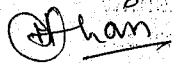
c) Consolidated Report:

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

Recommended by:

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
2	Re-appointment of Sri. Nalin Kant Amratal Rathod (DIN: 00272129) as Director who retires by rotation	Ordinary	85870239	48	85870239	100.00	0	0	0.00	0	0
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

