

September 10, 2025

To,
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400001

ISIN: **INE298E01022**
BSE Scrip Code: **515085**

Subject: Voting results and Scrutinizer's Report of 39th Annual General Meeting of Restile Ceramics Limited

Ref.: Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

The Company's 39th Annual General Meeting ("AGM") was held on Tuesday, September 09, 2025 at 12:00 Noon (IST) and concluded at 12:12 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. It may be noted that all the Resolutions as per the Notice of the AGM dated August 05, 2025 were approved by the Members with the requisite majority at the AGM.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, please find enclosed the details of the voting results along with the Scrutinizer's Report in respect of the business transacted at the AGM.

The voting results and the Scrutinizer's Report will be available on the website of the Company at <https://www.restile.com/investor-corner/>.

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 **Ph. No. 9998219763**

You are requested to take the above information on your record.

Thanking you,

Yours faithfully,

For Restile Ceramics Limited

Palak Jauh



Palak Kumari
Company Secretary and Compliance Officer
Membership No. A69959

Encl: As Above

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E-mail : restile@accountsare.com, works@restile.com, Website : www.restile.com **Ph. No. 9998219763**

General information about company

Scrip code	515085
NSE Symbol	NOTLISTED
MSEI Symbol	
ISIN	INE298E01022
Name of the company	RESTILE CERAMICS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-09-2025
Start time of the meeting	12:00 PM
End time of the meeting	12:12 PM

Scrutinizer Details

Name of the Scrutinizer	Mitesh J Shah
Firms Name	Mitesh J Shah & Associates
Qualification	CS
Membership Number	F10070
Date of Board Meeting in which appointed	05-08-2025
Date of Issuance of Report to the company	09-09-2025

Voting results

Record date	02-09-2025
Total number of shareholders on record date	26523
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	38
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596322	88.5095	62596322	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		70722715	62596322	88.5095	62596322	0	100
Public- Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		119340	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	53088	0.1935	53060	28	99.9473	0.0527
	Poll							
	Postal Ballot (if applicable)							
	Total		27437184	53088	0.1935	53060	28	99.9473
Total		98279239	62649410	63.7463	62649382	28	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve appointment of Ms. Hasmita Taunk (DIN: 10728070) who retires by rotation and being eligible, offers herself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596322	88.5095	62596322	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70722715	62596322	88.5095	62596322	0	100	0
Public-Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	119340	0	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	53088	0.1935	52060	1028	98.0636	1.9364
	Poll							
	Postal Ballot (if applicable)							
	Total	27437184	53088	0.1935	52060	1028	98.0636	1.9364
Total		98279239	62649410	63.7463	62648382	1028	99.9984	0.0016
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for material related party transactions.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596322	88.5095	62596322	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70722715	62596322	88.5095	62596322	0	100	0
Public- Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	119340	0	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	52888	0.1928	52860	28	99.9471	0.0529
	Poll							
	Postal Ballot (if applicable)							
	Total	27437184	52888	0.1928	52860	28	99.9471	0.0529
Total		98279239	62649210	63.7461	62649182	28	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authorisation to borrow money in excess of the Paid Up Share Capital and Reserves of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596322	88.5095	62596322	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70722715	62596322	88.5095	62596322	0	100	0
Public-Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	119340	0	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	53088	0.1935	51660	1428	97.3101	2.6899
	Poll							
	Postal Ballot (if applicable)							
	Total	27437184	53088	0.1935	51660	1428	97.3101	2.6899
Total		98279239	62649410	63.7463	62647982	1428	99.9977	0.0023
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Secretarial Auditors of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596322	88.5095	62596322	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70722715	62596322	88.5095	62596322	0	100	0
Public- Institutions	E-Voting	119340	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	119340	0	0	0	0	0	0
Public- Non Institutions	E-Voting	27437184	52888	0.1928	51660	1228	97.6781	2.3219
	Poll							
	Postal Ballot (if applicable)							
	Total	27437184	52888	0.1928	51660	1228	97.6781	2.3219
Total		98279239	62649210	63.7461	62647982	1228	99.998	0.002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Form MGT-13

SCRUTINIZER'S COMBINED REPORT ON REMOTE E-VOTING & E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

Restile Ceramics Limited

39th Annual General Meeting ("AGM") of the Equity Shareholders of Restile Ceramics Limited ("the Company") held on Tuesday, September 09, 2025 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir,

I, Mitesh J. Shah, Proprietor of M/s. Mitesh J. Shah & Associates, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Restile Ceramics Limited** at its meeting held on **August 05, 2025** for the purpose of scrutinizing the electronic voting including remote electronic voting at the 39th Annual General Meeting of the Company held on Tuesday, September 09, 2025 at 12:00 Noon (IST) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

1. The notice dated August 05, 2025, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the General Circular No. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and any amendment/modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (hereinafter referred to as "Circulars").
2. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Tuesday, September 02, 2025, were entitled to vote on the proposed resolution(s) as set out in the item nos. 1 to 5 in the Notice of 39th AGM of the Company.
3. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL"). The voting period for remote e-voting commenced on Friday, September 05,



2025 at 10:00 A.M. (IST) and ended on Monday, September 08, 2025 at 05:00 P.M. (IST) and the CDSL e-voting platform was blocked thereafter.

The Company also provided e-voting facility to the shareholders present at the AGM held through VC/OAVM. The votes cast through remote e-voting before the AGM and e-voting done at the time of AGM were unblocked and calculated after the conclusion of 39th AGM.

4. Based on the data downloaded from the official website of the Central Depository Services (India) Limited ("**CDSL**") for the remote e-voting and e-voting process, we have scrutinized and reviewed the remote e-voting and e-voting process and votes tendered therein.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour of or against the resolutions.

I now submit my combined Report as under on the result of the remote e-voting and e-voting in respect of all the resolutions proposed in the Notice of 39th AGM:

➤ **Item No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	57	6,26,49,382	100
Votes against the Resolution	4	28	0
Invalid Votes	-	-	-
Total	61	6,26,49,410	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of 39th AGM has been passed with requisite majority.

➤ **Item No. 2: Ordinary Resolution**

To consider and approve appointment of Ms. Hasmita Taunk (DIN: 10728070) who retires by rotation and being eligible, offers herself for re-appointment.



Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	56	6,26,48,382	100
Votes against the Resolution	5	1,028	0
Invalid Votes	-	-	-
Total	61	6,26,49,410	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of 39th AGM has been passed with requisite majority.

➤ **Item No. 3: Ordinary Resolution**

Approval for material related party transactions.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	56	6,26,49,182	100
Votes against the Resolution	4	28	0
Invalid Votes	-	-	-
Total	60	6,26,49,210	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of 39th AGM has been passed with requisite majority.

➤ **Item No. 4: Special Resolution**

Authorisation to borrow money in excess of the Paid Up Share Capital and Reserves of the Company.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	55	6,26,47,982	100
Votes against the Resolution	6	1,428	0
Invalid Votes	-	-	-
Total	61	6,26,49,410	100

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 4 of the Notice of 39th AGM has been passed with requisite majority.



➤ **Item No. 5: Ordinary Resolution**

Appointment of Secretarial Auditors of the Company.

Voting results for resolution (E-voting including Remote E-Voting):

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	55	6,26,47,982	100
Votes against the Resolution	5	1,228	0
Invalid Votes	-	-	-
Total	60	6,26,49,210	100


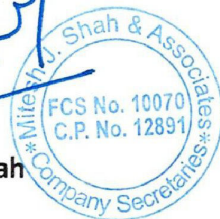
Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 5 of the Notice of 39th AGM has been passed with requisite majority.

The relevant records relating to remote e-voting and e-voting were handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

**For Mitesh J. Shah & Associates
Company Secretaries**

Mitesh J. Shah

Proprietor

FCS No. 10070

CP No. 12891

Peer Review Certificate No. 1730/2022

UDIN: F010070G001212183

Date: September 09, 2025

Place: Mumbai

The Scrutinizer unblocked the votes from the e-voting system of CDSL in our presence at **12:50 P.M.** on Tuesday, September 09, 2025.



Forum Mithani



Jaimin Chotalia

Received the report

For Restile Ceramics Limited



Palak Kumari

Company Secretary & Compliance Officer

