

Date: October 06, 2026

To,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001

ISIN: **INE298E01022**
Serip Code: **515085**

Dear Sir/Madam,

Subject: Corrigendum to the Notice of Extra-Ordinary General Meeting (“EOGM”) of Restile Ceramics Limited (“the Company”) circulated to shareholders on October 05, 2026.

Dear Members,

This is in continuation to the Notice of EOGM of the Company dated September 28, 2026, which has already been circulated to all the shareholders of the Company on i.e., October 05, 2026.

A Corrigendum is being issued today to inform all the Shareholders to whom the Notice of EOGM has been sent regarding changes in the Explanatory Statement. A copy of detailed Corrigendum is enclosed herewith and also would be uploaded on the website of the Company at <https://restile.com/>

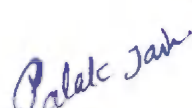
Except as detailed in the attached Corrigendum, all other items of the Notice of EOGM along with Explanatory Statement dated September 28, 2026, shall remain unchanged. Please note that on and from the date hereof, the Notice of EOGM dated September 28, 2026, shall always be read collectively with this Corrigendum.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we kindly request you to take into record the above submissions and the attached Corrigendum. Kindly take this information on your records and acknowledge the receipt.

The same will be made available on company's website at <https://restile.com/>.

We request you to kindly take the aforesaid information on record.

Yours faithfully,


Palak Kumari
Company Secretary and Compliance Officer
Membership No. A69959



Encl: as above

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

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Corrigendum to the Notice of Extra-Ordinary General Meeting of Restile Ceramics Limited dated September 28, 2026, which was circulated on October 05, 2026

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Dear Members,

This is with reference to the Notice of Extra-Ordinary General Meeting dated September 28, 2026, (“the Notice”) issued to the members of Restile Ceramics Limited (hereinafter referred as “the Company”) along with the explanatory statement to the shareholders of the company, pursuant to the applicable provisions of the Companies Act, 2013, read with rules made thereunder and applicable regulations as issued by Securities and Exchange Board of India, for the purpose of seeking approval of Shareholders of the Company, inter-alia for the following:

1. Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013.
2. Increase in the authorized share capital of the company and consequent alteration in the Memorandum of Association of the Company.
3. Enhancement of the existing investment limits under section 186 of the Companies Act, 2013.
4. Approval for material related party transaction involving acquisition of Bell Granito Ceramica Limited through swap of shares.
5. To consider and approve issuance of equity shares on a preferential basis for consideration other than cash and other matters incidental thereto.

The remote e-voting will be available from Saturday, October 24, 2026 (9.00 a.m. IST) and will end on Tuesday, October 27, 2026 (5:00 p.m. IST).

The Notice was dispatched via email to the Members of the Company on October 05, 2026, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with the Circulars Issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively.

This Corrigendum is being issued in continuation of the Notice submitted to BSE Limited(‘BSE’) at www.bseindia.com dated September 28, 2026, in view of providing additional clarity to the stakeholders:

1. On Page No. 25 of the Notice:

Explanatory statement for Item No 5, Point No 6 (Shareholding Pattern before and after the issue).

The table ‘Details of pre and post allotment shareholding is mentioned below:’ should be read as follows:

Sr. No.	Category	Pre-Issue		Post Issue		
		No. of Shares Held (A)	% of shareholding (B)	No. of Equity Shares to be Allotted (C)	No. of Shares held D= (A+C) *	% of shareholding (E)*
A	Promoters and Promoter Group Holding:					
1	Indian:					
a)	Individual/HUF	81,26,913	8.27	0	6,86,84,943	22.19
	Uday Rathod	10	0	18,91,305	18,91,315	0.61

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	Tribhuvan Simh Rathod	10	0	52,65,000	52,65,010	1.7
	Nalinkant Amratlal Rathod	81,26,383	8.27	0	81,26,383	2.63
	Bharati Nalin Rathod	500	0	4,78,44,225	4,78,44,725	15.46
	Shruti Rathod	10	0	55,57,500	55,57,510	1.8
	Sub Total	81,26,913	8.27	0	6,86,84,943	22.19
b)	Any Other (Bodies Corporate)	0	0	0	7,36,74,900	23.8
	Atreya Finance Pvt. Ltd.	0	0.00	7,36,74,900	7,36,74,900	23.8
	Bell Granito Ceramiea Limited	0	0	0	0	0
	AVP Trading Private Limited	0	0	0	0	0
	Sub Total	0	0	0	7,36,74,900	23.8
2	Foreign Promoters	6,25,96,302	63.69	0	6,25,96,302	20.22
	Solomed Capital Pte Ltd	6,25,96,302	63.69	0	6,25,96,302	20.22
	Total (A)	7,07,23,215	71.96	13,42,32,930.00	20,49,56,145	66.22
B	Public Holding/Non-Promoter Holding :					
1	Institutions:					
a)	Mutual Funds	19300	0.02	0	19300	0.01
b)	Alternative Investment Funds	0	0	0	0	0
e)	Banks	40	0	0	40	0
d)	NBFCs registered with RBI	0	0	0	0	0
e)	Any Other (Institutions (Domestic))	0	0	0	0	0
f)	Qualified Institutional Buyer (Qib)	0	0	0	0	0
g)	Foreign Portfolio Investor	0	0	0	0	0
	Multitude Growth Funds Limited (formerly known as AG Dynamic Funds Limited)	0	0	7,69,99,455	7,69,99,455	24.88
h)	Foreign Bodies Corporate	0	0	0	0	0
	TOTAL B1	19,340	0.02	7,69,99,455.00	7,70,18,795	24.88
2	Non-Institution:		-			
a)	Private corporate bodies	0	0	0	0	0
b)	Directors and relatives (Independent	0	0	0	0	0

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	Director and his relatives)					
e)	Indian public (Resident Individuals)	79,61,091	8.1	0	79,61,091	2.57
d)	Key Managerial Personnel	0	0	0	0	0
e)	Non-Resident Indians (NRIs)	2504727	2.55	0	2504727	0.81
g)	Foreign Companies	1,62,45,381	16.53	0	1,62,45,381	5.25
h)	Bodies Corporate	1,65,124	0.17	0	1,65,124	0.05
i)	Any Other	660861	0.67	0	9,94,751	0.32
	TOTAL B2	2,75,37,184	28.02	0	2,75,37,184	8.9
	Sub Total (B)	2,75,56,524	28.04	7,69,99,455.00	10,45,55,979	33.78
	TOTAL (A+B)	9,82,79,739	100	21,12,32,385.00	30,95,12,124	100

This Corrigendum shall form an integral part of the Notice, which has already been circulated to the Members of the Company, and on and from the date hereof, the Notice shall always be read in conjunction with this Corrigendum.

Accordingly, all concerned Members, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes. All other contents of the Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

This corrigendum dated October 06, 2026 to the Notice will be available on the Company's website i.e., <https://restile.com/>, website of e-voting agency at Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com, website of Cameo Corporate Services Limited, RTA of the Company at <https://cameoindia.com/> and website of BSE Limited (BSE) at www.bseindia.com.

This Corrigendum is being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s) as on the cut-off date i.e. October 02, 2026.

The EOGM notice along with above mentioned changes is enclosed herewith.

We request you to kindly take the aforesaid information on record.

Yours faithfully,

For Restile Ceramics Limited
Sd/-
Viren Rathod
Managing Director
DIN: 03407158

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NOTICE FOR EXTRAORDINARY GENERAL MEETING (EGM)

[Notice pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given that the Extraordinary General Meeting (“EGM”) of Restile Ceramics Limited is scheduled to be held on Wednesday, October 28, 2026, at 12:00 Noon through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”). The venue of the EGM shall be deemed to be at the Registered Office of the Company situated at 204, Sakar Complex, Opp. ABS Tower, Vaccine Crossing, Old Padra Road, Vadodara, Gujarat 390015, to transact the following business:

SPECIAL BUSINESS:

1. Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013:

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

“RESOLVED THAT, pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the rules framed thereunder, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the consent of the members be and is hereby accorded to revise and adopt, the new set of Memorandum of Association (“New Memorandum”) in substitution of and to the entire exclusion of the existing Memorandum of Association, to make them in alignment with the provisions of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors of the Company to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings including filing of forms with Statutory Authorities as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

2. Increase in the authorized share capital of the company and consequent alteration in the Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the Shares of the Company are listed, the consent of the Members of the

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Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 100,00,00,000/- (Rupees Hundred Crores Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 320,00,00,000/- (Rupees Three Hundred and Twenty Crores Only) divided into 32,00,00,000 (Thirty-Two Crore) Equity shares of face value of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorised Share Capital of the Company is Rs. 320,00,00,000/- (Rupees Three Hundred and Twenty Crores Only) divided into 32,00,00,000 (Thirty-Two Crore) Equity shares of face value of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things including but not limited to filing necessary forms/documents with appropriate authorities and to execute all such documents, instruments in writing as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

3. Enhancement of the existing investment limits under section 186 of the Companies act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and other applicable provisions of the Act (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”) to:

- (i) give any loan to any body corporate(s) or person(s);
- (ii) give any guarantee or provide security in connection with a loan to any body corporate(s) or person(s); and
- (iii) acquire by way of subscription, purchase or otherwise, securities of any body corporate(s),

from time to time, in one or more tranches, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, including the proposed acquisition of equity shares of Bell Granito Ceramica Limited (“BGCL”), notwithstanding that the aggregate of the loans and investments made or proposed to be made, guarantees given or proposed to be given and securities provided or proposed to be provided by the Company may exceed the limits prescribed under Section 186(2) of the Act, viz., sixty per cent. of the paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more, provided that the aggregate amount of such loans and investments made, guarantees given and securities provided shall not at any time exceed **Rs. 500 Crores (Rupees Five Hundred Crores only) over and above the limits prescribed under Section 186(2) of the Companies Act, 2013.**

RESOLVED FURTHER THAT the aforesaid enhanced limit shall, inter alia, be available for undertaking the proposed acquisition of equity shares of BGCL, including the acquisition of 98.89% of the equity share capital of BGCL through a share swap arrangement, wherein the consideration for the proposed acquisition shall be discharged by way of cash and other than cash i.e., issue and allotment of equity shares of the Company on a preferential basis, subject to the requisite statutory and regulatory approvals, and for such further investments, loans, guarantees or securities as may be considered necessary in connection with the business and operations of the Company, its subsidiaries, associates, joint ventures or other entities, subject to the applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine, from time to time, the terms and conditions, quantum, timing and manner of making such loans, investments, giving such guarantees or providing such securities, and to vary, modify, renew, recall, divest or otherwise deal with the same, whether in part or in full, as may be considered necessary, desirable or expedient in the interest of the Company, subject to the overall limit approved herein and the applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company or any person authorised by the Board be and is hereby authorised to do all such acts, deeds, matters and things, including execution of such documents, agreements, writings and instruments, and to make such applications, filings and submissions with the relevant authorities, as may be necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the aforesaid powers to any Director(s) or officer(s) of the Company, as it may deem appropriate.”

4. Approval for material related party transaction involving acquisition of Bell Granito Ceramica Limited through swap of shares:

To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the “Act”) and rules made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Regulations 2(1)(ze), Regulation 23 read with Schedule XII of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), circulars issued by SEBI on Industry Standards on Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a Related Party Transaction and other applicable Regulations of SEBI Listing Regulations, and the Policy on Related Party Transactions of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s), required, if any and based on the recommendation and approval of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for undertaking the Material Related Party Transaction involving acquisition of the equity share capital of Bell Granito Ceramica Limited (“BGCL”) amounting upto Rs. 2,22,93,34,280.55/- in one or more tranche from its existing shareholders who are related parties of the Company (being the promoter/ promoter group members of the Company), through a share swap arrangement, on the terms placed before the Members and as set out in the Shareholders' cum Purchase Agreement between the Company and the relevant parties to the transaction (“Transaction Agreement”), pursuant to which the consideration for such acquisition shall be discharged by way of cash and other than cash i.e., issue and allotment of equity shares of the Company on a preferential basis to the eligible shareholders of BGCL, subject to the applicable provisions of law and receipt of the requisite approvals in the manner specified below:

A. Cash Consideration -

- a. Up to 2,00,00,000 (Two Crore) equity shares constituting 5.19% of the diluted paid-up equity share capital of BGCL from Atreya Finance Private Limited, for an aggregate consideration not exceeding Rs. 11,70,00,000/- (Rupees Eleven Crore Seventy Lakh only), payable by the Company in cash, on such terms and conditions as may be set out in the definitive transaction documents;
- b. During the swap of shares, there would be certain shares which would not be able to be swapped due to the swap ratio for which the Company shall make the payment of consideration in cash. The amount of which shall not exceed Rs. 7,236.45/-.

B. Swap of shares -

Up to 36,10,82,783 (Thirty-Six Crore Ten Lakh Eighty-Two Thousand Seven Hundred and Eighty-Three) equity shares constituting 93.70% of the diluted paid-up equity share capital of BGCL from its existing shareholders detailed in the table below, for the further issue of shares in the Company by way of swap in the ratio of 1000:585, i.e., for every 1000 (One thousand) share held in BGCL- the Investors would get 585 (Five Hundred and Eighty Five) equity shares of the Company, on such terms and conditions as may be set out in the Shareholders' cum Purchase Agreement and other definitive transaction documents, subject to the applicable provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and other applicable laws and receipt of the requisite approvals.

Equity Shareholders	Holding in Bell Granito Ceramica Limited (BGCL)	Cash payout (No. of shares)	Total Purchase Consideration (in Rs.)	Balance shares available for swap*	Allotment through Swap in the	% Post allotment in the Company
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	Shares	% Holding (as per diluted capital)				ratio of 1000:585	
Promoter & Promoter Group							
Atreya Finance Pvt. Ltd.	14,59,40,465	37.87	2,00,00,000	11,70,00,000	12,59,40,000	7,36,74,900	23.80
Bharati Nalin Rathod	8,17,85,472	21.22	-	-	8,17,85,000	4,78,44,225	15.46
Shruti Rathod	95,00,000	2.47	-	-	95,00,000	55,57,500	1.80
Tribhuvan Simh Rathod	90,00,000	2.34	-	-	90,00,000	52,65,000	1.70
Uday Rathod	32,33,300	0.84	-	-	32,33,000	18,91,305	0.61
Total	24,94,59,237	64.74	2,00,00,000	11,70,00,000	22,94,58,000	13,42,32,930	43.37
Public							
Multitude Growth Funds Limited (formerly known as AG Dynamic Funds Limited)	13,16,23,546	34.16	-	-	13,16,23,000	7,69,99,455	24.88
Total	13,16,23,546	34.16	-	-	13,16,23,000	7,69,99,455	24.88

**The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio of 1000:585 shall be paid in cash to the respective eligible shareholders.*

RESOLVED FURTHER THAT the consideration for the proposed acquisition of equity shares of BGCL has been determined on the basis of the valuation report issued by Bhavesh M Rathod (Chartered Accountants), bearing IBB1 Registration No. IBB1/RV/06/2019/10708 an Independent Registered Valuer pursuant to which the value of each equity share of BGCL has been determined at ₹ 5.85 per share.

RESOLVED FURTHER THAT all the Directors be and are hereby severally/jointly authorized to:

- negotiate, finalize and approve the commercial and legal terms of the transaction;
- review, settle and execute the Shareholders' Purchase Agreement and all ancillary transaction documents;
- determine the final number of shares to be acquired, consideration payable, completion mechanics, conditions precedent, representations and warranties, indemnities and other transaction terms;
- sign, execute and deliver all agreements, deeds, certificates, forms, declarations, notices and other writings in connection with the transaction;
- do all such acts, deeds, matters and things and to sign and submit all applications, forms, returns and filings with governmental authorities, regulatory authorities and any other person as may be necessary for giving effect to this resolution and completion of the acquisition.

RESOLVED FURTHER THAT the authorized officials be and are hereby empowered to consummate the acquisition and take all necessary steps for transfer and registration of the shares in the name of the Company.

RESOLVED FURTHER THAT any actions taken by the officers of the Company prior to the passing of this resolution in connection with the proposed acquisition be and are hereby ratified and confirmed.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of directors or any person authorised by the Board of directors, be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity Shares and listing thereof with the Stock Exchange as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification(s) to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of directors or any person authorised by the Board of directors, be and are hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

5. To consider and approve issuance of equity shares on a preferential basis for consideration other than cash and other matters incidental thereto:

To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(e) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and subject to the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”) and subject to other applicable rules / regulations / guidelines / notifications / circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (hereinafter referred as “SEBI”) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (hereinafter referred as “FEMA”) and/or any other statutory or regulatory authorities, including the BSE Limited (“BSE”) (and/ or any other competent authorities to the extent applicable, the listing agreement entered into by the Company with the Stock Exchange(s) where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted/to be constituted committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to create, issue, offer and allot upto 21,12,32,385 (Twenty-One Crores Twelve Lakhs Thirty-Two Thousand Three Hundred and Eighty- Five) fully paid up equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten Only) each for consideration other than cash towards acquisition of shares (“Swap Shares/Equity Shares”) of Bell Granito Ceramica Limited (“BGCL/Target Company”) aggregating to purchase consideration not exceeding Rs. 211,23,23,850/- (Indian Rupees Two Hundred Eleven Crores Twenty-Three Lakhs Twenty-Three Thousand Eight Hundred and Fifty Only) as per the share exchange ratio which has been determined at 1000:585 i.e., for every 1000 (One thousand) share held in BGCL- the Investors would get 585 (Five Hundred and Eighty-Five) equity shares of the Restile Ceramics Limited (“Restile/Company”), by way of a preferential issue (“Preferential Issue”), on such terms and conditions as set out herein, in Shareholders' cum Purchase Agreement, in the Offer Letters, and in the explanatory statement to this Notice, determined in accordance with the terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations and

other applicable laws and subject to the Investors complying with the requirements of allotment, including opening of respective demat accounts to the following proposed allottees:

Sr. No	Name of the Proposed Allottees	Category of Proposed Allottees	Shares held in BGCL available for swap*	Allotment through Swap in the ratio of 1000:585* (A)	Number of shares held in Restile (B)	Post Swap Shareholding of the Proposed Allottees in Restile* (A + B)	% Post allotment
Promoter & Promoter Group							
1.	Atreya Finance Private Limited	Promoter Group – Body Corporate	12,59,40,000	7,36,74,900	-	7,36,74,900	23.80%
2.	Bharati Nalin Rathod	Promoter Group – Individual	8,17,85,000	4,78,44,225	500	4,78,44,725	15.46%
3.	Shruti Rathod	Promoter Group – Individual	95,00,000	55,57,500	10	55,57,510	1.80%
4.	Tribhuvan Simh Rathod	Promoter Group – Individual	90,00,000	52,65,000	10	52,65,010	1.70%
5.	Uday Rathod	Promoter Group – Individual	32,33,000	18,91,305	10	18,91,315	0.61%
TOTAL			22,94,58,000	13,42,32,930	530	13,42,33,460	43.37%
Public							
6.	Multitude Growth Funds Limited (formerly known as AG Dynamic Funds Limited)	Non-Promoter – Foreign Portfolio Investor	13,16,23,000	7,69,99,455	-	7,69,99,455	24.88%
TOTAL			13,16,23,000	7,69,99,455	-	7,69,99,455	24.88%

**The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio of 1000:585 shall be paid in cash to the respective eligible shareholders.*

RESOLVED FURTHER THAT the issue price of the Equity Shares proposed to be allotted pursuant to the aforesaid preferential issue has been determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations, including Regulations 165 and 166A thereof, based on the valuation report issued by Mr. Bhavesh Rathod (Reg. No.: IBB1/RV/06/2019/10708), Independent Registered Valuer.

RESOLVED FURTHER THAT in terms of Regulation 161(a) of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of issue price for the issue and allotment of equity shares is Monday, September 28, 2026, i.e., the date prior to the date which is thirty days preceding the shareholders’ approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares to be allotted, shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals, as the case may be;
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- c) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval from Recognized Stock Exchanges and/ or any other competent authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time;
- d) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations.
- e) The entire pre-preferential equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- f) The price determined and the number of Equity Shares to be allotted and issue price per Share shall be subject to further appropriate adjustments, if any, in accordance with the provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 and any other applicable laws for the proposed issue.
- g) The equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above.
- h) The Equity Shares will be issued on a preferential basis for consideration other than cash, against the Swap Shares and the transfer of such Swap Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Investors pursuant to this resolution.
- i) All other terms and conditions set out in the respective Investor Offer Letters.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the consent of the members of the Company, be and is hereby accorded to the Board, to record the names and addresses of the Proposed Investor Allottees in the prescribed form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and to issue & circulate the Private Placement Offer cum Application Letter in form PAS-4, to the Proposed Investor Allottees, pursuant to rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inviting them to subscribe to the Equity Shares, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board or its committee be and is hereby authorised to issue and allot equity shares to the Proposed Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to this offer, issue and allotment of Equity Shares, the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted/to be constituted committee thereof to exercise its powers including powers conferred under this resolution), or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential issue (including modification to the terms of the issue), entering into contracts, arrangements,

agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE Limited for obtaining of approvals, filing of requisite documents with the concerned Registrar of Companies ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL"), Security and Exchange Board of India ("SEBI") and/ or such other authorities as may be necessary for the purpose and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Proposed Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**By the Order of the Board
For Restile Ceramics Limited**

**Sd/-
Viren Rathod
Managing Director
DIN: 03407158**

Registered Office: 204, Sakar Complex, Opp. ABS Tower,
Vaccine Crossing, Old Padra Road, Vadodara, Gujarat 390015
CIN: L26931GJ1986PLC102350
Email. ID: restile@accountscare.com
Website: www.restile.com

**Place: Vadodara
Date: September 28, 2026**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of business all the Special Business is annexed hereto and forms part of the Notice.
2. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024, and Circular No. 03/2025 Dated September 22, 2025, issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ('SEBI Circulars') have permitted the holding of EGM by companies through VC / OAVM without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM.
3. In accordance with the abovementioned MCA Circulars and SEBI Circulars, the venue of the EGM shall be deemed to be the Registered office of the Company i.e., 204, Sakar Complex, Opp. ABS Tower, Vaceine Crossing, Old Padra Road, Vadodara, Gujarat 390015. Since the EGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
4. Notice is being sent by electronic mode, to those Members who have registered their email addresses with their respective depository participants or with the Registrar and Share Transfer Agents of the Company. As per the SEBI Circular, no physical copies of the Notice of the EGM shall be sent to any Member, however a letter with the details to access the Notice of EGM will be sent to all the members whose email address is not registered with the Company/the Company's Registrar and Transfer Agent.
5. Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 the Board of Directors of your Company at its Meeting held on September 28, 2026, has appointed Mitesh Shah, Partner of M/s Mitesh Shah & Co. (Firm Registration No.: P2025MH104700) as the Scrutinizer to conduct the EOGM through remote e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the EGM will be provided by CDSL.
7. Since the EOGM is being held through VC / OAVM, physical attendance of shareholders has been dispensed with. Further, pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip are not annexed to this Notice.
8. Institutional/Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email scanned certified copy of the Board/governing body resolution/authorization etc. authorising their representatives to attend and vote on their behalf at email IDs: mitesh@mishah.com with a copy marked to evoting@cdsl.co.in and cs@restile.com.
9. All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice upto the date of EGM, i.e. Wednesday, October 28, 2026. Members seeking inspection of the aforementioned documents can send an email to cs@restile.com.

10. The members can join the EGM through VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on <https://restile.com/investor-relation/> e-voting website at <https://www.evotingindia.com>
11. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member /beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. October 21, 2026.
13. The Company has appointed Central Depository Services (India) Limited ('CDSL'), e-voting agency to facilitate voting through electronic means. The remote e-voting period will commence October 24, 2026 (9.00 a.m. IST) and end on October 27, 2026 (5:00 p.m. IST). The e-voting module will be disabled by October 27, 2026 for voting thereafter.
14. Pursuant to the Circulars issued by the MCA and SEBI, the Notice of the EGM of the Company, inter alia, indicating the process and manner of e-voting is being sent only by E-mail, to all the Members whose E-mail IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars issued by MCA and SEBI Circular, the Notice of the EGM of the Company will also be available on the website of the Company at www.restile.com. The same can also be accessed from the websites of BSE at <https://www.bseindia.com> and on the website of Cameo Corporate Services Limited ("RTA") at RTA at <https://cameoindia.com/>.
15. Shareholders desirous of receiving communication from the Company in electronic form, may register their email address with their respective depository participant. Further, shareholders are also requested to approach their depository participant to register their e-mail address in their demat account details as per the process defined by the respective depository participant.
16. SEBI has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email ids, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further, relevant forms to update the abovementioned information are available on the Company's website at www.restile.com.
17. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://cameoindia.com/> and are also available on company's website at www.restile.com. Members are requested to submit the said form to their DP in case the shares are held in electronic form.
18. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document(s). Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
19. Members may please note that SEBI has made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
20. SEBI has mandated listed companies to issue securities in dematerialized form only, while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub- division/splitting of securities certificate; consolidation of securities certificates / folios; and transmission and transposition. In this regard, members are requested to make requests in

Form ISR – 4. It may be noted that the service request can be processed only if the respective folio is KYC Compliant.

21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
22. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication from the Company.
23. In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) the result declared along with the Scrutinizer's Report will be forwarded within two working days of issue of report to BSE Limited and shall be simultaneously uploaded on the Company's website at www.restile.com and on the website of BSE Limited at <https://www.bseindia.com>.
24. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

A. Instructions to attend the EGM:

Instructions for remote e-voting and e-voting at the EGM

1. Instructions for Voting through electronic means ('e-Voting'):

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on October 24, 2026 at 9:00 a.m. (IST) and ends on October 27, 2026 at 05:00 p.m. (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. October 21, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository

Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit edsl website www.edslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at edsl website www.edslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.edslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter

	your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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,

- e. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participants are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Restile Ceramics Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e) It is Mandatory that, 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.
 - f) Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; restile@accountseare.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. Login method for shareholders attending the EGM through VC/OAVM & e-voting during meeting are as under:

- (i) The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at es@restile.com and restile@accountseare.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at es@restile.com and restile@accountseare.com. These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be

considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those shareholders whose email/mobile no. are not registered with the Company/depositories.

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participants (DP).
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participants (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Assistant Vice President, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

2. Instruction for e-Voting during the EGM

The members present, who have not casted their vote on resolutions through remote e-Voting can cast their vote through e-Voting during the EGM by following the instruction as mentioned above. The e-Voting facility will be enabled during the EGM on October 28, 2026 at 12:00 Noon till the conclusion of the EGM.

- 3. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. October 21, 2026 may follow steps mentioned in the Notice of the EGM under “Access to CDSL e-Voting system. However, if he/she is already registered with CDSL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- 4. The Board of Directors of the Company has appointed Mr. Mitesh Shah, partner of M/s. Mitesh Shah & Co., Practising Company Secretary, Mumbai, to act as the Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner.
- 5. The Scrutinisers shall submit a consolidated report of the total votes cast in favour or against, if any, on each of the resolutions set out in this Notice, not later than forty eight hours from the conclusion of the EGM to the Chairman. The results of the voting, together with the Scrutiniser's Report, will be submitted to BSE Limited within two working days of the conclusion of the EGM in terms of Regulation 44(3) of the SEBI Listing Regulations and will simultaneously be placed on the Company's website at www.restile.com.

**Explanatory Statement in pursuance to the provisions of section 102 of the Companies Act, 2013 in respect of
Special Business as provided in the EOGM Notice.**

The following explanatory statement, as required under Section 102 of the Companies Act, 2013 (hereinafter referred as “Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred as “SEBI ICDR Regulations”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”), each as amended, sets out all material facts relating to the special business(es) to be dealt as mentioned in the accompanying notice dated September 28, 2026 (“Notice”):

Item No. 1: Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013:

The Board of Directors at its meeting held on September 28, 2026, noted that the existing Memorandum of Association (“Memorandum”) of the Company are based on the Companies Act, 1956 and several clauses in the existing Memorandum contain reference to the Sections of the Companies Act, 1956. Considering the same, the board has also suggested that since some clauses in the existing Memorandum are no longer in conformity with the provisions of the Companies Act, 2013 (“Act”), it would be necessary to adopt new Memorandum as per the Companies Act, 2013.

It was decided by the Board that subject to shareholders' approval, the new set of Memorandum to be substituted in place of the existing Memorandum are in the format prescribed under 'Table A of Schedule I' of the Act which sets out the model Memorandum for a Company limited by shares.

Copy of the draft Memorandum, would be available for inspection by the members at the Registered Office of the Company in accordance with Companies Act, 2013.

The Board recommends the Special Resolution as set out at Item No. 1 for the approval of the members.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to their Shareholding interest, if any, in the Company.

Item No. 2: Increase in the authorized share capital of the company and consequent alteration in the Memorandum of Association of the Company:

The present Authorised Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The present Paid-up Share Capital of the Company is Rs. 98,27,92,390 /- (Rupees Ninety-Eight Crores Twenty-Seven Lakhs Ninety-Two Thousand Three Hundred and Ninety Only) divided into 9,82,79,239 (Nine Crores Eighty-Two Lakhs Seventy-Nine Thousand Two Hundred and Nine) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Company proposes to increase its Authorised Share Capital from Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 3,20,00,00,000/- (Rupees Three Hundred and Twenty Crore Only) divided into 32,00,00,000 (Thirty-Two Crore) Equity shares of face value of Rs. 10/- (Rupees Ten only).

The proposed increase in the Authorised Share Capital is required to facilitate the proposed issue and allotment of fresh Equity Shares by the Company on a preferential basis for consideration other than cash, pursuant to the proposed share swap arrangement in connection with the proposed acquisition by the Company.

Accordingly, the Board of Directors of the Company, at its meeting held on September 28, 2026, considered and approved the proposal for increase in the Authorised Share Capital of the Company and consequential alteration of Clause V of the Memorandum of Association of the Company, subject to the approval of the Members of the Company.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, a company having a share capital may, if authorised by its Articles of Association, increase its Authorised Share Capital by such amount as it thinks expedient. Further, pursuant to Section 64 of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to file the prescribed notice of alteration of share capital with the Registrar of Companies along with the altered Memorandum of Association.

Consequent upon the proposed increase in the Authorised Share Capital, Clause V of the Memorandum of Association of the Company is required to be altered to reflect the revised Authorised Share Capital. Accordingly, the approval of the Members is sought for the proposed increase in the Authorised Share Capital and consequential alteration of Clause V of the Memorandum of Association of the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 3: To increase the limits for the Loans and Investment by the Company in terms of the of Section 186 of the Companies Act, 2013:

Pursuant to the provisions of Section 186(2) and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, the Company shall not directly or indirectly:

- a) give any loan to any person or other body corporate,
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its premium account whichever is higher.

The aggregate of such loans and investments made, guarantees given and securities provided by the Company cannot exceed the above-mentioned limits, unless a higher limit is approved by the members of the Company by way of a special resolution in accordance with Section 186(3) of the Act.

As the Company is proposing to acquire the equity share capital of BGCL ("Target Company") pursuant to a share swap arrangement, in more than one tranche. Wherein the first tranche the consideration for the proposed acquisition shall be discharged by way of cash and other than cash i.e., issue and allotment of equity shares of the Company on a preferential basis, subject to the requisite statutory and regulatory approvals. The proposed acquisition of the equity shares of the Target Company would constitute an investment for the purposes of Section 186 of the Act and, upon taking into account the existing loans, investments, guarantees and securities made or provided by the Company, the aggregate amount would exceed the limits prescribed under Section 186(2) of the Act.

Further, considering the Company's proposed business plans, growth strategy and anticipated future requirements, the Company may, from time to time, be required to make further investments in securities of other bodies corporate and/or provide loans, guarantees or securities in connection with the business and operations of the Company, its subsidiaries, associates, joint ventures or other entities, as may be considered appropriate by the Board. In order to provide the Company with adequate flexibility and headroom to meet such present and future business requirements, without the need to seek members' approval on each occasion upon utilisation of the limits prescribed under Section 186(2) of the Act, the Board proposes to seek approval of the members for an enhanced overall limit under Section 186(3) of the Act.

Accordingly, the Board recommended to the members of the Company, for their approval by way of a special resolution, the enhancement of the overall limit under Section 186 of the Act, to enable the Company to make loans, investments, give guarantees and provide securities, from time to time, in one or more tranches, up to an overall amount of **Rs. 500**

crores (Rupees Five Hundred Crores only) over and above the limits prescribed under Section 186(2) of the Act, subject to such terms and conditions as may be considered appropriate and in the best interests of the Company.

The Board recommends the Special Resolution set forth in Item No. 3 for the approval of the members.

Mr. Nalinkant Amratlal Rathod, Mr. Viren Rathod, Ms. Hasmita Taunk, Mr. Rakesh Madanlal Bhatia, Mr. Balachandran Vishwanathan Kasi, Directors of the Company, being common directors of the Company and BGCL, may be deemed to be concerned or interested in the proposed resolution to the extent of their interest in the proposed acquisition of BGCL.

Save as stated above, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 4: To approve material related party transaction involving acquisition of Bell Granito Ceramica Limited through swap of shares:

In terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), all Material Related Party Transactions (“RPTs”) require prior approval of the Members of the Company by way of an Ordinary Resolution, even if such transaction(s) are undertaken on an arm’s length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed the materiality thresholds prescribed under SEBI Listing Regulations.

Pursuant to the provisions of Section 2(76) of the Companies Act, 2013 (the “Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Bell Granito Ceramica Limited (“BGCL”) qualifies as a related party of the Company in terms of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) and (ze) of SEBI LODR, inter alia, due to common promoter/promoter group relationship, as the following Directors of the Company are also Directors in BGCL:

Sr. No.	Name of Related Party	Relationship with the Restile /BGCL
1.	Atreya Finance Private Limited	Being a promoter group entity
2.	Bharati Nalin Rathod	Common promoter/promoter group
3.	Shruti Rathod	Common promoter/promoter group
4.	Tribhuvan Singh Rathod	Common promoter/promoter group
5.	Uday Rathod	Common promoter/promoter group

In this regard, the Company proposes to acquire the entire equity share capital of BGCL from its existing shareholders as part of a composite acquisition transaction to be undertaken in one or more tranches, pursuant to the terms and conditions set out in the Shareholders' cum Purchase Agreement proposed to be entered into between the Company and the relevant parties to the transaction (“Transaction Agreement”).

The proposed acquisition of shares of BGCL from its existing shareholders shall be undertaken in the manner as specified below:

A. Cash Consideration -

- Up to 2,00,00,000 (Two Crore) equity shares constituting 5.19% of the diluted paid-up equity share capital of BGCL from Atreya Finance Private Limited, for an aggregate consideration not exceeding Rs. 11,70,00,000/- (Rupees Eleven Crore Seventy Lakh only), payable by the Company in cash, on such terms and conditions as may be set out in the definitive transaction documents;
- During the swap of shares, there would be certain shares which would not be able to be swapped due to the swap ratio for which the Company shall make the payment of consideration in cash. The amount of which shall not exceed Rs. 7,236.45/-.

B. Swap of shares -

Up to 36,10,82,783 (Thirty-Six Crore Ten Lakh Eighty-Two Thousand Seven Hundred and Eighty-Three) equity shares constituting 93.70% of the diluted paid-up equity share capital of BGCL from its existing shareholders detailed in the table below, for the further issue of shares in the Company by way of swap in the ratio of 1000:585, i.e., for every 1000 (One thousand) share held in BGCL- the Investors would get 585 (Five Hundred and Eighty Five) equity shares of the Company, on such terms and conditions as may be set out in the Shareholders' cum Purchase Agreement and other definitive transaction documents, subject to the applicable provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and other applicable laws and receipt of the requisite approvals.

Equity Shareholders	Holding in Bell Granito Ceramica Limited (BGCL)		Cash payout (No. of shares)	Total Purchase Consideration (in Rs.)	Balance shares available for swap*	Allotment through Swap in the ratio of 1000:585	% Post allotment in the Company
	Shares	% Holding (as per diluted capital)					
Promoter & Promoter Group							
Atreya Finance Pvt. Ltd.	14,59,40,465	37.87	2,00,00,000	11,70,00,000	12,59,40,000	7,36,74,900	23.80
Bharati Nalin Rathod	8,17,85,472	21.22	-	-	8,17,85,000	4,78,44,225	15.46
Shruti Rathod	95,00,000	2.47	-	-	95,00,000	55,57,500	1.80
Tribhuvan Simh Rathod	90,00,000	2.34	-	-	90,00,000	52,65,000	1.70
Uday Rathod	32,33,300	0.84	-	-	32,33,000	18,91,305	0.61
Total	24,94,59,237	64.74	2,00,00,000	11,70,00,000	22,94,58,000	13,42,32,930	43.37
Public							
Multitude Growth Funds Limited (formerly known as AG Dynamic Funds Limited)	13,16,23,546	34.16	-	-	13,16,23,000	7,69,99,455	24.88
Total	13,16,23,546	34.16	-	-	13,16,23,000	7,69,99,455	24.88

**The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio of 1000:585 shall be paid in cash to the respective eligible shareholders.*

Upon completion of the aforesaid acquisition, BGCL is proposed to become a subsidiary of the Company, subject to receipt of the requisite corporate, regulatory and other approvals as provided under the applicable laws.

Since the amount involved in the proposed transaction exceeds 10% of the standalone turnover of RCL, being a listed entity, the proposed transaction would constitute a material related party transaction under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). Accordingly, the proposed transaction would require prior approval of the non-related party shareholders of RCL in accordance with the applicable provisions of the SEBI LODR Regulations.

The Audit Committee of the Company, based on the relevant details provided by the management as required under applicable laws and in terms of the SEBI Circular dated June 26, 2025 on Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), has reviewed and approved the said transactions and noted that they are in the ordinary course of business and on an arm’s length basis.

The members may further note that the RPT Industry Standards, effective from September 01, 2025, along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as “Annexure-1” to this Notice.

In terms of Regulation 23 of SEBI Listing Regulations, all Related Parties of the Company (whether they are party to the above-mentioned transaction or not) shall abstain from voting on the resolution set out at Item No. 3.

Except, Mr. Nalinkant Amratlal Rathod, Mr. Viren Rathod, Ms. Hasmita Taunk, Mr. Rakesh Madanlal Bhatia, Mr. Balachandran Vishwanathan Kasi, Directors of the Company, due to common promoters and directorship, none of the Directors, Key Managerial Personnels of the Company or their respective relatives have any direct or indirect interest, whether financial or otherwise, in the Resolution as stated in Item No. 4 of this Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 4 for the approval of the members.

Item No. 5: To consider and approve issuance of equity shares on a preferential basis for consideration other than cash and other matters incidental thereto:

The Board of Directors of the Restile Ceramies Limited (‘the Company’) at its meeting held on September 28, 2026, have approved to offer, issue and allot 21,12,32,385 (Twenty-One Crores Twelve Lakhs Thirty-Two Thousand Three Hundred and Eighty- Five) equity shares of Restile having face value Rs. 10/- (Indian Rupees Ten Only) at an issue price of Rs. 10/- (Indian Rupees Ten Only) for an aggregate consideration of Rs. 211,23,23,850/- (Indian Rupees Two Hundred Eleven Crores Twenty-Three Lakhs Twenty-Three Thousand Eight Hundred and Fifty Only) as per the share exchange ratio which has been determined at 1000:585, i.e., for every 1000 (One thousand) share held in BGCL- the Investors would get 585 (Five Hundred and Eighty-Five) equity shares of the Restile by way of a preferential issue in the following manner:

Sr. No	Name of the Proposed Allottees	Category of Proposed Allottees	Shares held in BGCL available for swap*	Allotment through Swap in the ratio of 1000:585* (A)	Number of shares held in Restile (B)	Post Swap Shareholding of the Proposed Allottees in Restile* (A + B)	% Post allotment
Promoter & Promoter Group							
1.	Atreya Finance Private Limited	Promoter Group – Body Corporate	12,59,40,000	7,36,74,900	-	7,36,74,900	23.80%
2.	Bharati Nalin Rathod	Promoter Group – Individual	8,17,85,000	4,78,44,225	500	4,78,44,725	15.46%

3.	Shruti Rathod	Promoter Group – Individual	95,00,000	55,57,500	10	55,57,510	1.80%
4.	Tribhuvan Simh Rathod	Promoter Group – Individual	90,00,000	52,65,000	10	52,65,010	1.70%
5.	Uday Rathod	Promoter Group – Individual	32,33,000	18,91,305	10	18,91,315	0.61%
TOTAL			22,94,58,000	13,42,32,930	530	13,42,33,460	43.37%
Public							
7.	Multitude Growth Funds Limited (formerly known as AG Dynamic Funds Limited)	Non-Promoter – Foreign Portfolio Investor	13,16,23,000	7,69,99,455	-	7,69,99,455	24.88%
TOTAL			13,16,23,000	7,69,99,455	-	7,69,99,455	24.88%

**The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio of 1000:585 shall be paid in cash to the respective eligible shareholders.*

Upon completion of the aforesaid acquisition, BGCL is proposed to become a subsidiary of the Company, subject to receipt of the requisite corporate, regulatory and other approvals as provided under the applicable laws.

The overview, object and impact of acquisition including the rationale & justification of total Purchase Consideration are as follows:

- **Overview of BGCLs' Business:**

Bell Granito Ceramica Limited is engaged in the manufacturing and trading of ceramic tiles, vitrified tiles, porcelain tiles, and other allied building products catering to residential, commercial, and industrial end-users. The Company's product range includes wall tiles, floor tiles, polished vitrified tiles, and digital tiles. BGCL operates under the 'Bell Granito' brand and has its manufacturing base in Gujarat. The Company has been in existence since 1993 and has historically operated under common management with RCL.

- **Object and Impact of Acquisition:**

Restile Ceramics Limited (“RCL”) and Bell Granito Ceramica Limited (“BGCL”) are established players in the ceramic tiles industry, operating under the common ownership and management of the Rathod promoter group. While RCL is a listed entity on the Bombay Stock Exchange, BGCL is an unlisted public company based in Vadodara, Gujarat.

BGCL was originally incorporated in January 1993 as Bell Futura Tiles Limited and was subsequently renamed Bell Granito Ceramica Limited in May 1994. The management control of BGCL was assumed by Mr. Tribhuvan Rathod in FY 2007–08, following which the company underwent operational and financial restructuring. After a brief period of operational disruption and proceedings before the Board for Industrial and Financial Reconstruction, BGCL reported a positive net worth in 2010 and ceased to be classified as a sick industrial company. Thereafter, BGCL undertook significant capacity expansion at its manufacturing facility in Gavasad, Vadodara, and is presently engaged in the manufacture of vitrified tiles for industrial and commercial applications, with both domestic and export presence.

RCL, incorporated in 1986 and listed since 1991, is a pioneer in the vitrified tile segment in India, with an established track record in manufacturing unglazed and glazed ceramic tiles. RCL has historically undertaken capacity expansions and technological upgrades, including technical collaboration with Mori, Italy, and continues to operate as a recognised brand in the vitrified tiles segment. BGCL markets its products under the “Restile” brand, indicating a strong operational and branding linkage between the two entities.

- **Justification for arriving at total Purchase Consideration:**

The Purchase Consideration has been determined based on a valuation report issued by an independent registered valuer, considering the ease of infrequently traded shares, taking into account the valuation parameters prescribed under Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

The Board believes that the Purchase Consideration so determined is fair and reasonable and is in the best interest of the Company and its shareholders.

Necessary information or details as required in respect of the proposed issue of Equity Shares in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are as under:

- 1. The date of Passing Board Resolution for approving Preferential Issue:**

The Board of Directors at their meeting held on September 28, 2026, have approved the preferential issue of 21,12,32,385 (Twenty-One Crores Twelve Lakhs Thirty-Two Thousand Three Hundred and Eighty-Five) at an Issue price of Rs. 10/- (Indian Rupees Ten Only) to the shareholders of BGCL belonging to the Promoter and Public category by way of a share

swap arrangement. The share exchange ratio has been determined at 1000:585, i.e., for every 1000 (One thousand) share held in BGCL- the Investors would get 585 (Five Hundred and Eighty-Five) equity shares of the Company. The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI ICDR Regulations and applicable laws.

- 2. Maximum number of securities offered and the price at which security is being offered:**

Pursuant to the provisions of Sections 42 and 62(1)(e) of the Companies Act, 2013 (hereinafter referred as “Act”) and Regulation 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred as “SEBI ICDR Regulations”), to issue and allot 21,12,32,385 (Twenty-One Crores Twelve Lakhs Thirty-Two Thousand Three Hundred and Eighty-Five) Equity shares of face value of Rs. 10/- each (Rupees Ten only), at an issue price of Rs. 10/- each (Indian Rupees Ten only) per Equity [“Issue Price”], aggregating up to Rs. 211,23,23,850/- (Indian Rupees Two Hundred Eleven Crores Twenty-Three Lakhs Twenty-Three Thousand Eight Hundred and Fifty Only), such Issue Price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations. The share exchange ratio has been determined at 1000:585, i.e., for every 1000 (One thousand) share held in BGCL- the Investors would get 585 (Five Hundred and Eighty-Five) equity shares of the Company which shall be subject to applicable regulatory approvals. The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI ICDR Regulations and applicable laws.

- 3. Object of the preferential issue:**

Restile Ceramics Limited (“RCL”) is a listed entity, and Bell Granito Ceramics Limited (“BGCL”) is an unlisted public company, both operating in the ceramic tiles industry under the common management of the Rathod promoter group.

BGCL, incorporated in 1993, is engaged in manufacturing vitrified tiles from its Vadodara facility and has established both domestic and export presence. RCL, incorporated in 1986 and listed since 1991, is a recognised player in the vitrified tiles segment in India with a strong operational track record.

BGCL markets its products under the “Restile” brand, indicating significant operational and brand integration between the two companies.

In order to streamline the group structure, the promoters propose to consolidate BGCL into RCL, by way of acquisition of shareholding of BGCL through a share swap arrangement with a limited cash component, resulting in BGCL becoming a subsidiary of RCL.

The proposed transaction is driven by the following key objectives:

a) Business Consolidation and Operational Synergies:

The proposed transaction will facilitate the consolidation of the businesses of the Company and BGCL, with the objective of enabling better utilisation of resources, integration of operations, streamlining of processes and improving operational efficiencies.

b) Reduction in Compliance and Administrative Costs:

Consolidation of the businesses is expected to reduce duplication of regulatory, compliance and administrative functions and may accordingly result in efficiencies in administrative and overhead costs.

c) Strengthening of Business:

The combined business is expected to benefit from BGCL’s existing product portfolio, market presence, distribution network and business capabilities, thereby strengthening the Company's position in the ceramic and vitrified products sector and providing opportunities for expansion into new markets and customer segments.

d) Strengthening of Balance Sheet and Asset Base:

The consolidation is expected to strengthen the Company's consolidated asset base and net worth. In particular, BGCL's assets, including its land and building assets, may contribute to strengthening the Company's balance sheet, subject to the applicable valuation and accounting treatment.

e) Efficient Utilisation of Resources:

The transaction is expected to facilitate more efficient utilisation of the combined businesses' infrastructure, human resources, assets, supply chain capabilities and other operational resources, thereby creating opportunities for improved economies of scale.

f) Future Growth and Expansion:

The proposed share swap is expected to provide a platform for the combined business to pursue future growth and expansion opportunities, including through enhanced operational capabilities, broader market reach and better utilisation of the combined resources.

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with the report of the registered valuer:

In terms of the provisions of Section 62(1)(e) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price for the shares proposed to be issued on preferential basis, by way of private placement, shall be determined by the valuation report of a registered valuer.

In case of listed entities, allotment of shares/securities by way of preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 165 of the SEBI ICDR Regulations.

Further, Clause 14 of the Articles of Association of the Company provides that further shares may be issued to existing shareholders, employees under an ESOP scheme or any other persons, and in any manner determined by the Board, including by way of preferential offer or private placement, subject to the Act and the Rules.

The equity shares of the Company are listed on the BSE Limited and are infrequently traded in accordance with the SEBI ICDR Regulations.

Accordingly, issue of equity shares of the Company is also done on the basis of valuation of the shares of Restile and BGCL, based on valuation report issued by Bhavesh Rathod, bearing IBBI Registration No. IBBI/RV/06/2019/10708, Independent Registered Valuer, as stated in Regulation 165 of the ICDR Regulations, which provides the minimum floor price as Rs. 8.16/- (Rupees Eight and Sixteen Paise Only).

Further, the pricing certificate (PCS Certificate) is available on the website of the company at https://ir.restile.com/uploads/1791177785_PCS_CERTIFICATE.pdf.

Issue Price of Rs. 10/- per Equity share, for preferential issue, is not less than the floor price arrived at, in accordance with Regulation 165 and 166A of Chapter V of the SEBI ICDR Regulations

Further, the proposed Preferential Issue involves allotment of more than 5% of the post-issue fully diluted share capital to each proposed allottee, the provisions of Regulation 166A of the SEBI ICDR Regulations are applicable. Accordingly, the minimum issue price has been determined considering the applicable pricing requirements under Regulations 165 and 166A, and the issue price of Rs. 10/- per Equity Share is higher than the applicable floor price of Rs. 08.16/- per Equity Share

Additionally, the Company has determined the swap ratio for the preferential issue of equity shares basis the valuation of Restile and BGCL for which the valuation report has been issued by Bhavesh Rathod, bearing IBBI Registration No. IBBI/RV/06/2019/10708, independent registered valuer.

5. Relevant Date:

The Relevant Date in accordance with SEBI (ICDR) Regulations is fixed as Monday, September 28, 2026 i.e. 30 days prior to the date on which the resolution is deemed to be passed i.e. Wednesday, October 28, 2026 i.e. the last date for e-Voting.

6. Shareholding Pattern before and after the issue:

Details of pre and post allotment shareholding is mentioned below:

Sr. No.	Category	Pre-Issue		Post Issue		
		No. of Shares Held (A)	% of shareholding (B)	No. of Equity Shares to be Allotted (C)	No. of Shares held D= (A+C) *	% of shareholding (E)*
A	Promoters and Promoter Group Holding:					
1	Individual:					
a)	Individual/HUF	81,26,913	8.27	0	6,86,84,943	22.19
	Uday Rathod	10	0.00	18,91,305	18,91,315	0.61
	Tribhuvan Simh Rathod	10	0.00	52,65,000	52,65,010	1.70
	Nalinkant Amratlal Rathod	81,26,383	8.27	0	81,26,383	2.63
	Bharati Nalin Rathod	500	0.00	4,78,44,225	4,78,44,725	15.46
	Shruti Rathod	10	0.00	55,57,500	55,57,510	1.80
	Sub Total	81,26,913	8.27	0	6,86,84,943	22.19
b)	Any Other (Bodies Corporate)	0	0.00	0	7,36,74,900	23.80
	Atreya Finance Pvt. Ltd.	0	0.00	7,36,74,900	7,36,74,900	23.80
	Bell Granito Ceramica Limited	0	0.00	0	0	0.00

	AVP Trading Private Limited	0	0.00	0	0	0.00
	Sub Total	0	0.00	0	7,36,74,900	23.80
2	Foreign Promoters	6,25,96,302	63.69	0	6,25,96,302	20.22
	Solomed Capital Pte Ltd	6,25,96,302	63.69	0	6,25,96,302	20.22
	Total (A)	7,07,23,215	71.96	13,42,32,930.00	20,49,56,145	66.22
B	Public Holding/Non-Promoter Holding:					
1	Institutions:					
a)	Mutual Funds	19300	0.02	0	19300	0.01
b)	Alternative Investment Funds	0	0.00	0	0	0.00
c)	Banks	40	0.00	0	40	0.00
d)	NBFCs registered with RBI	0	0.00	0	0	0.00
e)	Any Other (Institutions (Domestic))	0	0.00	0	0	0.00
f)	Qualified Institutional Buyer (Qib)	0	0.00	0	0	0.00
g)	Foreign Portfolio Investor	0	0.00	0	0	0.00
	Multitude Growth Funds Limited (formerly known as AG Dynamic Funds Limited)	0	0.00	7,69,99,455	7,69,99,455	24.88
h)	Foreign Bodies Corporate	0	0.00	0	0	0.00
	TOTAL B1	19,340	0.02	7,69,99,455.00	7,70,18,795	24.88
2	Non-Institution:		-			
a)	Private corporate bodies	0	0.00	0	0	0.00
b)	Directors and relatives (Independent Director and his relatives)	0	0.00	0	0	0.00
c)	Indian public (Resident Individuals)	79,61,091	8.10	0	79,61,091	2.57
d)	Key Managerial Personnel	0	0.00	0	0	0.00
e)	Non-Resident Indians (NRIs)	2504727	2.55	0	2504727	0.81
g)	Foreign Companies	1,62,45,381	16.53	0	1,62,45,381	5.25
h)	Bodies Corporate	1,65,124	0.17	0	1,65,124	0.05
i)	Any Other	660861.00	0.67	0	9,94,751	0.32
	TOTAL B2	2,75,37,184	28.02	0	2,75,37,184	8.90
	Sub Total (B)	2,75,56,524	28.04	7,69,99,455.00	10,45,55,979	33.78
	TOTAL (A+B)	9,82,79,739	100	21,12,32,385.00	30,95,12,124	100

7. Name and address of the valuer who performed the valuation:

Name: Bhavesh M. Rathod

IBBI Registered No.: IBB/RV/06/2019/10708

Address: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (E), Mumbai- 400101.

8. The class or classes of person to whom allotment is proposed to be made and the current and post allotment status of the Proposed Allottees:

Sr. No.	Proposed Allottees	Class of allottees-Pre preferential issue	Class of allottees-Post preferential issue
1.	Atreya Finance Pvt. Ltd.	Promoter Group - Body Corporate Further, there is no pre-preferential shareholding of the allottee in the Company.	Promoter Group – Body Corporate
2.	Bharati Nalin Rathod	Promoter Group - Individual The proposed allottee holds 500 shares in the Restile.	Promoter Group - Individual
3.	Shruti Rathod	Promoter Group - Individual The proposed allottee holds 10 shares in the Restile.	Promoter Group Individual
4.	Tribhuvan Simh Rathod	Promoter Group - Individual The proposed allottee holds 10 shares in the Restile.	Promoter Group Individual
5.	Uday Rathod	Promoter Group - Individual The proposed allottee holds 10 shares in the Restile.	Promoter Group Individual
6.	Multitude Growth Funds Limited (formerly known as AG Dynamic Funds Limited)	Non-Promoter Body Corporate Further, there is no pre-preferential shareholding of the allottee in the Company.	Non-Promoter Foreign Portfolio Investor

9. Intention of the Promoters / Promoter Group / Directors / Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:

Except for Tribhuvan Simh Rathod, Promoter Group Individual and Chief Financial Officer, Uday Rathod, Bharati Nalin Rathod and Shruti Rathod, Individuals belonging to Promoter Group of the Company, Atreya Finance Pvt. Ltd., Promoter Group Body Corporate, none of the Promoters, Promoter Group, Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe to the Equity Shares proposed to be issued under the Preferential Issue.

10. Proposed time limit within which the issue or allotment shall be completed:

Pursuant to the requirements of SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares of the Company to allottees on or before the expiry of 15 days (fifteen days) from the date of passing of the Special Resolution by the shareholders of the Company.

It may be noted that in case the issue and allotment require any approval by the regulatory authority(ies) (including, but not limited to the BSE Limited, SEBI and/or RBI), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

11. Material Terms of raising of such securities:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals, as the case may be;
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- c) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval from Recognized Stock Exchanges and/ or any other competent authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time.
- d) The Equity Shares to be offered, issued, and allotted pursuant to the said issue shall be subject to lock-in for such period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations.
- e) The entire pre-preferential equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- f) The price determined and the number of Equity Shares to be allotted and issue price per Share shall be subject to further appropriate adjustments, if any, in accordance with the provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 and any other applicable laws for the proposed issue.
- g) The equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above.
- h) The Equity Shares will be issued on a preferential basis for consideration other than cash, against the Swap Shares and the transfer of such Swap Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Investors pursuant to this resolution.
- i) All other terms and conditions set out in the respective Investor Offer Letters.

12. Amount which the Company intends to raise by way of such issue of securities:

The aggregate consideration for the proposed acquisition is Rs. 211,23,23,850/- (Indian Rupees Two Hundred Eleven Crores Twenty-Three Lakhs Twenty-Three Thousand Eight Hundred and Fifty Only), which shall be discharged by way of issuance of 21,12,32,385 (Twenty-One Crores Twelve Lakhs Thirty-Two Thousand Three Hundred and Eighty-Five) equity shares of the Company at an issue price of Rs. 10/- per equity share, as per the share exchange ratio which has been determined at 1000:585, i.e., for every 1000 (One thousand) share held in BGCL- the Investors would get 585 (Five Hundred and Eighty-Five) equity shares of Restile.

13. Principle terms of assets charged as securities: Not Applicable

14. Number of persons to whom preferential allotment has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the year.

15. Valuation for consideration other than Cash:

It is proposed that the Purchase Consideration for the acquisition shall be discharged by issuing the equity shares of the Company to shareholders of BGCL. The valuation of the said shares has been arrived based on valuation report issued by Bhavesh Rathod, bearing IBBI Registration No. IBBI/RV/06/2019/10708, Independent Registered Valuer.

16. The justification for the proposed allotment to be made for consideration other than cash together with the valuation reports:

The Purchase Consideration has been determined based on a valuation report issued by an independent registered valuer, considering recognized valuation methodologies including asset-based and income-based approaches.

The Board believes that the consideration is fair and reasonable and in the best interest of the Company and its shareholders. The valuation of BGCL is based on the valuation report issued by Bhavesh Rathod and approval of the Purchase Consideration by the Board of Directors.

17. Lock-in period:

The Equity Shares proposed to be issued and allotted pursuant to the Preferential Issue shall be subject to lock-in requirements as prescribed under Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

Further, the pre-preferential shareholding of the allottees, if any, shall also be subject to lock-in, as applicable, in accordance with the provisions of the SEBI (ICDR) Regulations.

18. Listing of the proposed shares:

The Company shall make an application to the Stock Exchanges on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

19. Certificate from a Practicing Company Secretary:

The certificate issued by Makarand M. Joshi & Co, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of SEBI (ICDR) Regulations is available electronically for inspection on the website of the Company at [click here](#) from the date of circulation of this Notice up to the last date of e-Voting.

The said certificate is available on the website of the company at https://ir.restile.com/uploads/1791177785_PCS_CERTIFICATE.pdf

20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Proposed Allottees	Name of the Ultimate Beneficial Owner of the Proposed Allottee	Percentage (%) of Post Preferential Issue Capital to be held by the proposed allottees
1.	Atreya Finance Pvt. Ltd.	Mr Nalin Rathod	23.80%
2.	Bharati Rathod	Not Applicable	15.46%
3.	Shruti Rathod	Not Applicable	1.80%
4.	Tribhuvan Simh Rathod	Not Applicable	1.70%
5.	Uday Rathod	Not Applicable	0.61%
6.	Multitude Growth Funds Limited (formerly known as AG Dynamic Funds Limited)	Mr. Paul Boskma	24.88%

Except for a decrease of 5.74% in the shareholding of the Promoter and Promoter Group, there will be no change in the control or management of the Company pursuant to the proposed preferential issue.

21. Other Disclosures:

- a) None of the Promoters and Directors of the Company nor the Company is categorized as wilful defaulters or fraudulent borrower by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- b) None of the Directors or Promoters of the Company is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- c) The Proposed Allottee has not sold any equity shares of the Company during the 90 trading days preceding the Relevant date.
- d) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of the Act.
- e) The Company undertakes to recompute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so.
- f) The issue of the Equity Shares pursuant to the Proposed Preferential Issue would be within the authorised share capital of the Company.
- g) The Company is in compliance with the conditions for continuous listing, as specified in the listing agreement with the stock exchanges where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- h) The Company has obtained the permanent account numbers of the Proposed Allottee.
- i) The Company shall make an application seeking in-principle approval to the stock exchange(s), on the same day when this notice is circulated for seeking shareholders' approval by way of special resolution.
- j) Given that the Proposed Preferential Issue is for a non-cash consideration (being swap of the Purchase Shares), and no proceeds will be generated from the Proposed Preferential Issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of the SEBI ICDR Regulations is not applicable.

22. Dues regarding SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

23. Shareholding Interest of every Promoter, Promoter Group, Director and KMPs to the extent of 2% or more in any body corporate, which is a proposed allottee:

Sr. No	Name of the proposed allottee who is a body corporate	Name of Promoter / Promoter Group / Director / KMP	Nature of Interest of the Promoter, Promoter Group, Director and KMPs	% Shareholding
1.	Atreya Finance Private Limited	Mr. Nalinkanth Rathod	Promoter	Mr. Nalinkant Amratlal Rathod (Promoter of the Company) indirectly holds majority stake comprising of 97.77% through his

				direct holding in Solomed Capital Pte Ltd.
2.	Multitude Growth Funds Limited (formerly known as AG Dynamic Funds Limited)	Nil	Nil	Nil

24. Disclosure of Interest of Directors/KMP:

One of the proposed allottees, Tribhuvan Simh Rathod, is the Chief Financial Officer of the Company. Further, Ms. Hasmita Taunk, Mr. Rakesh Madanlal Bhatia and Mr. Balachandran Vishwanathan Kasi, Mr. Viren Rathod and Mr. Nalinkant Rathod, Directors of the Company also hold directorship in Bell Granito Ceramiea Limited.

The approval of the shareholders by way of a Special Resolution is required for the proposed issue and allotment of equity shares to allottees on a preferential basis pursuant to the applicable provisions of the Act read with applicable rules made there under and SEBI (ICDR) Regulations. None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution except for their shareholding in the Company.

The Board of Directors recommend passing of a Special Resolution as set out in Item No. 5 of the accompanying notice relating to the issue and allotment of equity shares on a Preferential basis.

Annexure-1

Minimum Information to be provided to the members for approval of Material RPT as mentioned in the Notice and Explanatory Statement

Sr. No	Particulars of the information	Information provided by the Management
i.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	The information as required under the RPT Industry Standards was placed before the members of the Audit Committee. The required details are provided in “ Annexure-A ” forming part of this Notice.
ii.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed transaction is part of a strategic initiative to consolidate entities under common promoter group into a single listed entity, with a view to enhance long-term value. The transaction is considered to be in the interest of the Company on account of: • Simplification of group structure and improved transparency for capital markets; • Operational synergies arising from similar business activities and product overlap; • Reduction in compliance and administrative costs due to consolidation; and • Strengthening of the balance sheet, considering BGCL’s asset base, subject to independent valuation. Further, the share swap structure enables such consolidation without immediate cash outflow, thereby preserving liquidity. The above rationale is based on management representations, and the actual benefits would accrue over time.
iii.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity.	The Audit Committee has reviewed the certificates issued by the Managing Director and the Chief Financial Officer (CFO) of the Company, as required under the RPT Industry Standards.

iv.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors and recommends the proposed transaction to the members for approval.	The material RPT has been approved by the Audit Committee and the Board of Directors at its meeting held on September 28, 2026, and has recommended the proposed transaction(s) to the members for their approval.
v.	Provide web-link through which members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Valuation Report for RCL: https://ir.restile.com/uploads/1791178509_RCL_VALUATION_REPORT.pdf Valuation Report for BGCL: https://ir.restile.com/uploads/1791178484_BGCL_VALUATION_REPORT.pdf
vi.	The Audit Committee and Board of Directors, while providing information to the members, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provide all the necessary information to the public members for informed decision making.	The Audit Committee and the Board of Directors confirm that, while providing information to the members, only commercially sensitive information has been redacted, where considered necessary, and that the disclosures made herein under “Annexure-A” provides all material information required for informed decision-making by the public members.
vii.	Any other information that may be relevant	• The transaction is based on an independent valuation and in compliance with SEBI (ICDR) Regulations. • It forms part of a broader restructuring and is subject to necessary approvals. • The share swap involves no immediate cash outflow (except to the extent of structured payout, if any).

Annexure-A

A(1) Basic details of the related party

Sr. No	Particulars of the information	Information provided by the Management				
i.	Name of the related party	Atreya Finance Pvt. Ltd.	Bharati Nalin Rathod	Shruti Rathod	Tribhuvan Simh Rathod	Uday Rathod
ii.	Country of incorporation of the related party/Citizenship of the Related Party	India	Indian Citizenship	Indian Citizenship	Indian Citizenship	Indian Citizenship
iii.	Nature of business of the related party	Atreya Finance Private Limited is an unlisted private financial services entity primarily engaged in financial leasing and general financial intermediation. Incorporated in June 1996, the company operates with a substantial financial foundation featuring an authorized capital of ₹59.52 crore and a paid-up capital of ₹44.94 crore, offering structured asset-backed financing, equipment leasing, and localized credit solutions through its corporate and	Not Applicable, as the related parties involved are natural persons.	Not Applicable, as the related parties involved are natural persons.	Not Applicable, as the related parties involved are natural persons.	Not Applicable, as the related parties involved are natural persons.

		operational footprints spanning Mumbai, Bangalore, and Ahmedabad.				
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A(2) Relationship and ownership of the related party

Sr. No	Particulars of the information	Information provided by the Management				
Relationship between the listed cntity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:						
		Atreya Finance Pvt. Ltd.	Bharati Nalin Rathod	Shruti Rathod	Tribhuvan Simh Rathod	Uday Rathod
i.	Sharcholding of the listed cntity/ subsidiary (in case of transaction involving the subsidiary) , whether direct or indirect, in the related party.	Mr. Nalinkant Amratlal Rathod (Promoter of the Company) indirecctlly holds majority stake comprising of 97.77% through his direct holding in Solomed Capital Ptc Ltd.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
ii.	Where the related party is a partnership firm or a solc propriorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed cntity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

iii.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Atreya Finance Pvt. Ltd. does not directly or indirectly hold any shares in the Company.	Bharti Nalin Rathod directly holds 500 shares in the Company. She does not have any indirect holding in the Company.	Shruti Rathod directly holds 10 shares in the Company. She does not have any indirect holding in the Company.	Tribhuvan Simh Rathod directly holds 10 shares in the Company. He does not have any indirect holding in the Company.	Uday Rathod directly holds 10 shares in the Company. He does not have any indirect holding in the Company.
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A(3). Details of previous transactions with the related party

Sr. No	Particulars of the information	Information provided by the Management																															
		Atreya Finance Pvt. Ltd.	Bharati Nalin Rathod			Shruti Rathod		Tribhuvan Simh Rathod		Uday Rathod																							
i.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. - Listed Entity - Subsidiary - Consolidated	As on date there are no transaction between Atreya Finance Pvt. Ltd and the Company.	Details of the transaactions by RCL with Bharti Nalin Rathod: <table><tr><th>Sr. No.</th><th>Nature of transaction for FY 2026</th><th>Amount (Rs. in lakhs)</th></tr><tr><td>1.</td><td>Loan outstanding</td><td>1,573.06</td></tr></table>			Sr. No.	Nature of transaction for FY 2026	Amount (Rs. in lakhs)	1.	Loan outstanding	1,573.06	Details of the transactions by RCL with Shruti Rathod: <table><tr><th>Sr. No.</th><th>Nature of transaction for FY 2026</th><th>Amount (Rs. in lakhs)</th></tr><tr><td>1.</td><td>Loans Paid during the year</td><td>118.49</td></tr><tr><td>2.</td><td>Loan outstanding</td><td>2,114.39</td></tr></table>			Sr. No.	Nature of transaction for FY 2026	Amount (Rs. in lakhs)	1.	Loans Paid during the year	118.49	2.	Loan outstanding	2,114.39	Details of the transactions by RCL with Tribhuvan Simh Rathod: <table><tr><th>Sr. No.</th><th>Nature of transaction for FY 2026</th><th>Amount (Rs. in lakhs)</th></tr><tr><td>1.</td><td>Remuneration</td><td>2.58</td></tr></table>		Sr. No.	Nature of transaction for FY 2026	Amount (Rs. in lakhs)	1.	Remuneration	2.58	As on date there are no transaction between Uday Rathod and the Company.	
Sr. No.	Nature of transaction for FY 2026	Amount (Rs. in lakhs)																															
1.	Loan outstanding	1,573.06																															
Sr. No.	Nature of transaction for FY 2026	Amount (Rs. in lakhs)																															
1.	Loans Paid during the year	118.49																															
2.	Loan outstanding	2,114.39																															
Sr. No.	Nature of transaction for FY 2026	Amount (Rs. in lakhs)																															
1.	Remuneration	2.58																															

ii.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	As on date there are no transaction between Atreya Finance Pvt. Ltd and the Company.	Details of the transactions by RCL with Bharti Nalin Rathod: <table><tr><td>Sr. No.</td><td>Nature of transaction</td><td>Amount (Rs. in lakhs)</td></tr><tr><td>1.</td><td>Loan outstanding</td><td>1,573.06</td></tr></table>	Sr. No.	Nature of transaction	Amount (Rs. in lakhs)	1.	Loan outstanding	1,573.06	Details of the transactions by RCL with Shruti Rathod: <table><tr><td>Sr. No.</td><td>Nature of transaction for</td><td>Amount (Rs. in lakhs)</td></tr><tr><td>1.</td><td>Loans Paid</td><td>6.29</td></tr><tr><td>2.</td><td>Loan outstanding</td><td>2108.11</td></tr></table>	Sr. No.	Nature of transaction for	Amount (Rs. in lakhs)	1.	Loans Paid	6.29	2.	Loan outstanding	2108.11	Details of the transactions by RCL with Tribhuvan Simh Rathod: <table><tr><td>Sr. No.</td><td>Nature of transaction</td><td>Amount (Rs. in lakhs)</td></tr><tr><td>1.</td><td>Remuneration</td><td>1.07</td></tr></table>	Sr. No.	Nature of transaction	Amount (Rs. in lakhs)	1.	Remuneration	1.07	As on date there are no transaction between Uday Rathod and the Company.
Sr. No.	Nature of transaction	Amount (Rs. in lakhs)																									
1.	Loan outstanding	1,573.06																									
Sr. No.	Nature of transaction for	Amount (Rs. in lakhs)																									
1.	Loans Paid	6.29																									
2.	Loan outstanding	2108.11																									
Sr. No.	Nature of transaction	Amount (Rs. in lakhs)																									
1.	Remuneration	1.07																									
iii.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable																					

A(4) Amount of the proposed transaction(s)

Sr. No	Particulars of the information	Information provided by the Management				
		Atreya Finance Pvt. Ltd.	Bharati Nalin Rathod	Shruti Rathod	Tribhuvan Rathod Simh	Uday Rathod

i.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Atreya Finance Pvt. Ltd will get 7,36,74,900 at Rs. 10/- per share amounting to a total value of Rs. 73,67,49,000/-. Further Resile will acquire 2,00,00,000 (Two Crores) equity shares of BGCL held by Atreya Finance Private Limited, for an aggregate cash consideration not exceeding Rs. 11,70,00,000 (Rupees Eleven Crore Seventy Lakh only)	Bharati Nalin Rathod will get 4,78,44,225 shares at Rs. 10/- per share amounting to a total value of Rs. 47,84,42,250/-.	Shruti Rathod will get 51,30,000 shares at Rs. 10/- per share amounting to a total value of Rs. 5,13,00,000/-.	Tribhuvan Simh Rathod will get 52,65,000 shares at Rs. 10/- per share amounting to a total value of Rs. 5,26,50,000/-.	Uday Rathod will get 18,91,305 shares at Rs. 10/- per share amounting to a total value of Rs. 1,89,13,050/-.
ii.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes	Yes	Yes

iii.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated standalone turnover for the immediately preceding financial year	15166.71%	8499.44%	987.28%	935.32%	335.99%						
iv.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable						
v.	Financial performance of the related party for the immediately preceding financial year: • Turnover • Profit After Tax • Net worth Explanations: The above information is to be given on standalone basis. If standalone is not	<table><tr><td>Particulars</td><td>For FY 2025-26 Amount (Rs. in Lakhs)</td></tr><tr><td>Turnover</td><td>0</td></tr><tr><td>Profit/Loss After Tax</td><td>(0.37)</td></tr></table>	Particulars	For FY 2025-26 Amount (Rs. in Lakhs)	Turnover	0	Profit/Loss After Tax	(0.37)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Particulars	For FY 2025-26 Amount (Rs. in Lakhs)											
Turnover	0											
Profit/Loss After Tax	(0.37)											

	available, provide on consolidated basis.	Net worth	14370.89				
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A(5) Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the Management				
		Atreya Finance Pvt. Ltd.	Bharti Nalin Rathod	Shruti Rathod	Tribhuvan Simh Rathod	Uday Rathod
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Aquisition of entire equity shares held by Atreya Finance Pvt. Ltd. in BGCL.	Aquisition of entire equity shares held by Bharti Nalin Rathod in BGCL.	Aquisition of entire equity shares held by Shruti Rathod in BGCL.	Aquisition of entire equity shares held by Tribhuvan Simh Rathod in BGCL.	Aquisition of entire equity shares held by Uday Rathod in BGCL.

2.	Details of each type of the proposed transaction	The Company proposes to acquire the entire equity share capital of BGCL, from its existing shareholders as specified below: A. Cash Consideration - Up to 2,00,00,000 (Two Crores) equity shares constituting 5.19% of the diluted paid-up equity share capital of BGCL from Atreya Finanee Private Limited, for an aggregate consideration not exceeding Rs. 11,70,00,000 (Rupees Eleven Crore Seventy Lakh only) payable by the Company in cash. B.Swap of shares – Atreya Finanee Pvt. Ltd., a shareholder of BGCL, will receive 7,36,74,900 equity shares of Restile against 12,59,40,465	The Company proposes to acquire the entire equity share capital of BGCL, from its existing shareholders. Bharti Nalin Rathod, a shareholder of BGCL, will receive 4,78,44,225 equity shares of Restile against 8,17,85,472 shares held in BGCL, in the ratio of 1000:585. <i>The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio of 1000:585 shall be paid in cash amounting to Rs. 2761.2/-</i>	The Company proposes to acquire the entire equity share capital of BGCL, from its existing shareholders. Shruti Rathod, a shareholder of BGCL, will receive 55,57,500 equity shares of Restile against 95,00,000 shares held in BGCL, in the ratio of 1000:585.	The Company proposes to acquire the entire equity share capital of BGCL, from its existing shareholders. Tribhuvan Simh Rathod, a shareholder of BGCL, will receive 52,65,000 equity shares of Restile against 90,00,000 shares held in BGCL, in the ratio of 1000:585.	The Company proposes to acquire the entire equity share capital of BGCL, from its existing shareholders. Uday Rathod, a shareholder of BGCL, will receive 18,91,305 equity shares of Restile against 32,33,300 shares held in BGCL, in the ratio of 1000:585. <i>The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio of 1000:585 shall be paid in cash amounting to Rs. 1755/-</i>
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		shares held in BGCL, in the ratio of 1000:585. <i>C. The difference in consideration which cannot be settled through the share swap pursuant to the determined share exchange ratio of 1000:585 shall be paid in cash amounting to Rs. 2720.25/-</i>				
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months	12 months	12 months	12 months	12 months
4.	Whether omnibus approval is being sought? Yes or No	No, Approval is being sought for specific material related party transaction for acquisition of shares of BGCL as the transaction is not repetitive in nature.	No, Approval is being sought for specific material related party transaction for acquisition of shares of BGCL as the transaction is not repetitive in nature.	No, Approval is being sought for specific material related party transaction for acquisition of shares of BGCL as the transaction is not repetitive in nature.	No, Approval is being sought for specific material related party transaction for acquisition of shares of BGCL as the transaction is not repetitive in nature.	No, Approval is being sought for specific material related party transaction for acquisition of shares of BGCL as the transaction is not repetitive in nature.

5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 85,37,49,000/-	Rs. 47,84,42,250/-	Rs. 5,55,75,000/-	Rs. 5,26,50,000/-	Rs. 1,89,13,050/-
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed transaction is part of a strategic initiative to consolidate entities under common promoter group into a single listed entity, with a view to enhance long-term value. The transaction is considered to be in the interest of the Company on account of: • Operational synergies arising from similar business activities and product overlap; • Reduction in compliance and administrative costs due to consolidation; and • Strengthening of the balance sheet, considering BGCL's asset base, subject to independent valuation. Further, the share swap structure enables such consolidation without immediate cash outflow, thereby preserving liquidity. The above rationale is based on management representations, and the actual benefits would accrue over time.				

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Below is the details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction:			
		Sr. No	Name of the promoter(s)/ director(s) / key managerial personnel	Category	Nature of interest
		1.	Atreya Finanee Private Limited	Promoter Group	Mr. Nalinkant Amratlal Rathod (Promoter and Director of the Company) indireetly holds majority stake comprising of 97.77% in Atreya Finanee Private Limited through his direct holding in Solomed Capital Pte Ltd.
		2.	Bharati Nalin Rathod	Promoter Group	Bharti Nalin Rathod directly holds 500 shares in the Company. She does not have any indireet holding in the Company.
		3.	Shruti Rathod	Promoter Group	Shruti Rathod directly holds 10 shares in the Company. She does not have any indireet holding in the Company.
		4.	Uday Rathod	Promoter Group	Uday Rathod directly holds 10 shares in the Company. He does not have any indireet holding in the Company.
		5.	Tribhuvan Simh Rathod	CFO, Promoter Group	Tribhuvan Simh Rathod directly holds 10 shares in the Company. He does not have any indireet holding in the Company.
		6.	Nalinkant Rathod	Promoter	Nalinkanth Rathod directly holds 81,26,383 shares in the Company.
	a. Name of the director / KMP				
	b. Shareholding of the director				

	/ KMP, whether direct or indirect, in the related party					
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The valuation of the proposed transaction involving acquisition of equity shares has been determined based on the valuation report issued by Mr. Bhavesh M Rathod (Chartered Accountants), bearing IBB1 Registration No. IBB1/RV/06/2019/10708, independent registered valuer. Based on such valuation, the value of each equity share of BGCL has been determined at ₹5.85 (Rupees Five and Eighty-Five Paise Only) per equity share and the same were placed before the Audit Committee.				
9.	Other information relevant for decision making.	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

Sr. No	Particulars of the information	Information provided by the Management				
		Atreya Finance Pvt. Ltd.	Bharati Nalin Rathod	Shruti Rathod	Tribhuvan Simh Rathod	Uday Rathod
1.	Source of funds in connection with the	Internal accruals	The transaction is proposed to be undertaken by way of share swap for	The transaction is proposed to be undertaken by way of share swap for	The transaction is proposed to be undertaken by way of share swap for	The transaction is proposed to be undertaken by way of share swap for

	proposed transaction.		consideration by way of cash and other than cash i.e., issue and allotment of fresh equity shares of the Company.	consideration by way of cash and other than cash i.e., issue and allotment of fresh equity shares of the Company.	consideration by way of cash and other than cash i.e., issue and allotment of fresh equity shares of the Company.	consideration by way of cash and other than cash i.e., issue and allotment of fresh equity shares of the Company.
2.	Where any financial indebtedness is incurred to make investment, specify the following:	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	a. Nature of indebtedness	-	-	-	-	-
	b. Total cost of borrowing	-	-	-	-	-
	c. Tenure	-	-	-	-	-
	d. Other details	-	-	-	-	-
3.	Purpose for which funds shall be utilized by the investee company.	The funds received by Atreya Finanee are in consideration for the acquisition of shares of BGCL. Further, with respect to swap of shares there is no infusion of funds.	Not Applicable, as the transaction involves swap of shares between shareholders and not infusion of funds.	Not Applicable, as the transaction involves swap of shares between shareholders and not infusion of funds.	Not Applicable, as the transaction involves swap of shares between shareholders and not infusion of funds.	Not Applicable, as the transaction involves swap of shares between shareholders and not infusion of funds.
	Material terms of the proposed transaction	Acquisition of shares Up to 2,00,00,000 (Two Crores) equity	- Share swap on preferential basis - Swap ratio: 1000:585	- Share swap on preferential basis - Swap ratio: 1000:585	- Share swap on preferential basis - Swap ratio: 1000:585	- Share swap on preferential basis - Swap ratio: 1000:585

		shares of BGCL, for an aggregate consideration not exceeding Rs. 11,70,00,000 (Rupees Eleven Crore Seventy Lakh only) payable by the Company in cash. • Share swap on preferential basis • Swap ratio: 1000:585 • BGCL to become Subsidiary of RCL • Timeline: ~ 6 months depending on structure	• BGCL to become Subsidiary of RCL. • Timeline: ~ 6 months depending on structure	• BGCL to become Subsidiary of RCL • Timeline: ~ 6 months depending on structure	• BGCL to become Subsidiary of RCL • Timeline: ~ 6 months depending on structure	• BGCL to become Subsidiary of RCL • Timeline: ~ 6 months depending on structure
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C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary

Sr. No	Particulars of the information	Information provided by the Management
1.	Latest credit rating of the related party	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	• In-principle and final listing approval from BSE • FEMA / RBI approvals, if applicable

**By the Order of the Board
For Restile Ceramics Limited**

**Sd/-
Viren Rathod
Managing Director
DIN: 03407158**

Registered Office: 204, Sakar Complex, Opp. ABS Tower,
Vaccine Crossing, Old Padra Road, Vadodara, Gujarat 390015
CIN: L26931GJ1986PLC102350
Email. ID: restile@accountscare.com
Website: www.restile.com

**Place: Vadodara
Date: September 28, 2026**