

October 29, 2026

To,

BSE Limited

Corporate Relationship Department

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort, Mumbai - 400001

ISIN: **INE298E01022**

BSE Scrip Code: **515085**

Subject: Voting results and Scrutinizer's Report of the Extra-Ordinary General Meeting ("EOGM") of Restile Ceramics Limited

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

Dear Sir/Madam,

The Company's Extra-Ordinary General Meeting ("EOGM") was held on Wednesday, October 28, 2026 at 12:00 Noon (IST), commenced at 12:11 P.M. (IST) and concluded at 12:30 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. It may be noted that all the Resolutions as per the Notice of the EOGM dated September 28, 2026 together with Corrigendum to the Notice, were approved by the Members with the requisite majority at the EOGM.

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

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

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

| Granamite | Mirrorstone | PearlRock | MarboGranit | Impacta | Gripmax

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

Thanking you,

Yours faithfully,

For Restile Ceramics Limited

Palak Jadhav



Palak Kumari

Company Secretary and Compliance Officer

Membership No. A69959

Encl: As Above

RESTILE CERAMICS LIMITED

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| Granamite | Mirrorstone | PearlRock | MarboGranit | Impacta | Gripmax

MITESH SHAH & CO.

(COMPANY SECRETARIES)

Form MGT-13

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

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

To,

The Chairman,

Restile Ceramics Limited

Extra-Ordinary General Meeting ("EOGM") of the Equity Shareholders of Restile Ceramics Limited ("the Company") held on Wednesday, October 28, 2026 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir,

I, Mitesh J. Shah, Partner of M/s. Mitesh Shah & Co., Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Restile Ceramics Limited** at its meeting held on **September 28, 2026** for the purpose of scrutinizing the electronic voting including remote electronic voting at the Extra-Ordinary General Meeting of the Company held on Wednesday, October 28, 2026 at 12:00 Noon (IST), commenced at 12:11 P.M. (IST) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

1. The notice dated September 28, 2026 together with the Explanatory Statement and the Corrigendum to the Notice dated October 06, 2026, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the EOGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the General Circular No. 14/2020 dated April 08, 2020, 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') (hereinafter referred to as "Circulars").



2. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Wednesday, October 21, 2026, were entitled to vote on the proposed resolution(s) as set out in the item nos. 1 to 5 in the Notice of EOGM of the Company.
3. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL"). The voting period for remote e-voting commenced on Saturday, October 24, 2026 at 09:00 A.M. (IST) and ended on Tuesday, October 27, 2026 at 05:00 P.M. (IST) and the CDSL e-voting platform was blocked thereafter.

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

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

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

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

We now submit our combined Report as under on the result of the remote e-voting and e-voting in respect of all the resolutions proposed in the Notice of EOGM:

➤ **Item No. 1: Special Resolution**

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

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

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	51	6,55,90,849	100
Votes against the Resolution	1	5	0.00
Invalid Votes	-	-	-
Total	52	6,55,90,854	100%

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



➤ **Item No. 2: Ordinary Resolution**

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

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

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	50	6,55,90,844	100
Votes against the Resolution	2	10	0.00
Invalid Votes	-	-	-
Total	52	6,55,90,854	100%

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

➤ **Item No. 3: Special Resolution**

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

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

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	50	6,55,90,844	100
Votes against the Resolution	2	10	0.00
Invalid Votes	-	-	-
Total	52	6,55,90,854	100%

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

➤ **Item No. 4: Ordinary Resolution**

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

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

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	42	48,108	99.98
Votes against the Resolution	3	11	0.02
Invalid Votes	-	-	-
Total	45	48,119	100%



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

➤ **Item No. 5: Special Resolution**

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

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

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	49	6,55,90,843	100
Votes against the Resolution	3	11	0.00
Invalid Votes	-	-	-
Total	52	6,55,90,854	100%

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

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

Thanking you,

Yours faithfully,

For Mitesh Shah & Co.

(Company Secretaries)



Mitesh J. Shah

Partner

FCS No. 10070

C. P. No. 12891

FRN: P2025MH104700

Peer Review Certificate No. 6638/2025

UDIN: F010070H002066841



Date: October 29, 2026

Place: Mumbai

Received the report

For Restile Ceramics Limited

Palak Jain

Palak Kumari

Company Secretary & Compliance Officer



General information about company	
Scrip code	515085
NSE Symbol	NOTLISTED
MSEI Symbol	
ISIN	INE298E01022
Name of the company	RESTILE CERAMICS LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-10-2026
Start time of the meeting	12:11 PM
End time of the meeting	12:30 PM

Scrutinizer Details	
Name of the Scrutinizer	Mitesh Shah
Firms Name	Mitesh Shah & Co.
Qualification	CS
Membership Number	F10070
Date of Board Meeting in which appointed	28-09-2026
Date of Issuance of Report to the company	29-10-2026

Voting results	
Record date	21-10-2026
Total number of shareholders on record date	27014
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	54
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70723215	65542705	92.675	65542705	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70723215	65542705	92.675	65542705	0	100	0
Public- Institutions	E-Voting	19340	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	19340	0	0	0	0	0	0
Public- Non Institutions	E-Voting	27536684	48149	0.1749	48144	5	99.9896	0.0104
	Poll							
	Postal Ballot (if applicable)							
	Total	27536684	48149	0.1749	48144	5	99.9896	0.0104
Total		98279239	65590854	66.7393	65590849	5	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in the authorized share capital of the company and consequent alteration in the Memorandum of Association of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70723215	65542705	92.675	65542705	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70723215	65542705	92.675	65542705	0	100	0
Public- Institutions	E-Voting	19340	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	19340	0	0	0	0	0	0
Public- Non Institutions	E-Voting	27536684	48149	0.1749	48139	10	99.9792	0.0208
	Poll							
	Postal Ballot (if applicable)							
	Total	27536684	48149	0.1749	48139	10	99.9792	0.0208
Total		98279239	65590854	66.7393	65590844	10	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Enhancement of the existing investment limits under section 186 of the Companies act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70723215	65542705	92.675	65542705	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70723215	65542705	92.675	65542705	0	100	0
Public-Institutions	E-Voting	19340	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	19340	0	0	0	0	0	0
Public- Non Institutions	E-Voting	27536684	48149	0.1749	48139	10	99.9792	0.0208
	Poll							
	Postal Ballot (if applicable)							
	Total	27536684	48149	0.1749	48139	10	99.9792	0.0208
Total		98279239	65590854	66.7393	65590844	10	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for material related party transaction involving acquisition of Bell Granito Ceramica Limited through swap of shares				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70723215	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70723215	0	0	0	0	0	0
Public- Institutions	E-Voting	19340	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	19340	0	0	0	0	0	0
Public- Non Institutions	E-Voting	27536684	48119	0.1747	48108	11	99.9771	0.0229
	Poll							
	Postal Ballot (if applicable)							
	Total	27536684	48119	0.1747	48108	11	99.9771	0.0229
Total		98279239	48119	0.049	48108	11	99.9771	0.0229
				Whether resolution is Pass or Not.		Yes		
				Disclosure of notes on resolution		Textual Information(1)		

Text Block	
Textual Information(1)	We have excluded voting of the Related Parties for this Resolution

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

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve issuance of equity shares on a preferential basis for consideration other than cash and other matters incidental thereto				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70723215	65542705	92.675	65542705	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70723215	65542705	92.675	65542705	0	100	0
Public- Institutions	E-Voting	19340	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	19340	0	0	0	0	0	0
Public- Non Institutions	E-Voting	27536684	48149	0.1749	48138	11	99.9772	0.0228
	Poll							
	Postal Ballot (if applicable)							
	Total	27536684	48149	0.1749	48138	11	99.9772	0.0228
Total		98279239	65590854	66.7393	65590843	11	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

