September 09, 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 40th Annual General Meeting of Restile Ceramics Limited

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

Dear Sir/Madam,

The Company's 40th Annual General Meeting ("AGM") was held on Wednesday, September 09, 2026 at 12:00 Noon (IST) and concluded at 12:11 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. It may be noted that all the Resolutions as per the Notice of the AGM dated July 24, 2026 were approved by the Members with the requisite majority at the AGM.

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

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

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

Thanking you,

Yours faithfully,

For Restile Ceramics Limited

RESTILE CERAMICS LIMITED

Palak Jain

Palak Kumari
Company Secretary and Compliance Officer
Membership No. A69959

Encl: As Above

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

40th Annual General Meeting ("AGM") of the Equity Shareholders of Restile Ceramics Limited ("the Company") held on Wednesday, September 09, 2026 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir,

We, 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 **July 24, 2026** for the purpose of scrutinizing the electronic voting including remote electronic voting at the 40th Annual General Meeting of the Company held on Wednesday, September 09, 2026 at 12:00 Noon (IST) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

1. The notice dated July 24, 2026, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023, General Circular No. 9/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (hereinafter referred to as "Circulars").

2. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Wednesday, September 02, 2026, were entitled to vote on the proposed resolution(s) as set out in the item nos. 1 to 5 in the Notice of 40th AGM of the Company.

3. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL"). The voting period for remote e-voting commenced on Saturday, September

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05, 2026 at 10:00 A.M. (IST) and ended on Tuesday, September 08, 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 AGM held through VC/OAVM. The votes cast through remote e-voting before the AGM and e-voting done at the time of AGM were unblocked and calculated after the conclusion of 40th AGM.

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

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

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 40th AGM:

➢ **Item No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon.

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

	Number of Shareholders	**Number of votes cast by them**	**Percentage (%)**
Votes in favour of the Resolution	58	6,56,44,307	99.99997
Votes against the Resolution	3	20	0.00003
Invalid Votes	-	-	-
Total	**61**	**6,56,44,327**	**100**

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of 40th AGM has been passed with requisite majority.

➢ **Item No. 2: Ordinary Resolution**

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

Mitesh Shah & Co. M. No. FCS COP No. 12891 Company Secretaries

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	58	6,56,44,307	99.99997
Votes against the Resolution	3	20	0.00003
Invalid Votes	-	-	-
Total	**61**	**6,56,44,327**	**100**

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of 40th AGM has been passed with requisite majority.

➢ **Item No. 3: Ordinary Resolution**

Approval for material related party transactions.

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

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	55	6,26,97,904	99.99997
Votes against the Resolution	3	20	0.00003
Invalid Votes	-	-	-
Total	**58**	**6,26,97,924**	**100**

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of 40th AGM has been passed with requisite majority.

➢ **Item No. 4: Special Resolution**

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

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

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	58	6,56,44,307	99.99997
Votes against the Resolution	3	20	0.00003
Invalid Votes	-	-	-
Total	**61**	**6,56,44,327**	**100**

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 4 of the Notice of 40th AGM has been passed with requisite majority.

Mitesh Shah & Co. M. No. FCS COP No. Company Secretaries

➢ **Item No. 5: Special Resolution**

To alter and adopt new set of Articles of Association (AOA) 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	58	6,56,44,307	99.99997
Votes against the Resolution	3	20	0.00003
Invalid Votes	-	-	-
Total	**61**	**6,56,44,327**	**100**

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 5 of the Notice of 40th AGM has been passed with requisite majority.

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

Thanking you,

Yours faithfully,

For Mitesh Shah & Co.
(Company Secretaries)

Mitesh Shah & Co.
M. No. FCS 10070
COP No. 12891
Company Secretaries

Mitesh J. Shah
Partner
FCS No. 10070
C. P. No. 12891
FRN: P2025MH104700
Peer Review Certificate No. 6638/2025
UDIN: F010070H001427893

Date: September 09, 2026
Place: Mumbai

The Scrutinizer unblocked the votes from the e-voting system of CDSL in our presence at **12:57 P.M.** on **Wednesday, September 09, 2026**.

Foram Mithani	**Jaimin Chotaliya**

Received the report

For Restile Ceramics Limited

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	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-09-2026
Start time of the meeting	12:00 PM
End time of the meeting	12:11 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	24-07-2026
Date of Issuance of Report to the company	09-09-2026

Voting results	
Record date	02-09-2026
Total number of shareholders on record date	26825
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	4
b) Public	50
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	65542705	92.6756	65542705	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70722715	65542705	92.6756	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	27537184	101622	0.369	101602	20	99.9803	0.0197
	Poll							
	Postal Ballot (if applicable)							
	Total	27537184	101622	0.369	101602	20	99.9803	0.0197
Total		98279239	65644327	66.7937	65644307	20	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve appointment of Ms. Hasmita Taunk (DIN: 10728070) who retires by rotation and being eligible, offers herself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	65542705	92.6756	65542705	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70722715	65542705	92.6756	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	27537184	101622	0.369	101602	20	99.9803	0.0197
	Poll							
	Postal Ballot (if applicable)							
	Total	27537184	101622	0.369	101602	20	99.9803	0.0197
	Total	98279239	65644327	66.7937	65644307	20	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)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for material related party transactions.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	62596302	88.5095	62596302	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70722715	62596302	88.5095	62596302	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	27537184	101622	0.369	101602	20	99.9803	0.0197
	Poll							
	Postal Ballot (if applicable)							
	Total	27537184	101622	0.369	101602	20	99.9803	0.0197
Total		98279239	62697924	63.7957	62697904	20	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authorisation to borrow money in excess of the Paid Up Share Capital and Reserves of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	70722715	65542705	92.6756	65542705	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70722715	65542705	92.6756	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	27537184	101622	0.369	101602	20	99.9803	0.0197
	Poll							
	Postal Ballot (if applicable)							
	Total	27537184	101622	0.369	101602	20	99.9803	0.0197
Total		98279239	65644327	66.7937	65644307	20	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(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To alter and adopt new set of Articles of Association (AOA) 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	70722715	65542705	92.6756	65542705	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	70722715	65542705	92.6756	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	27537184	101622	0.369	101602	20	99.9803	0.0197
	Poll							
	Postal Ballot (if applicable)							
	Total	27537184	101622	0.369	101602	20	99.9803	0.0197
	Total	98279239	65644327	66.7937	65644307	20	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	