



A.S.RAMKUMAR & ASSOCIATES

Company Secretaries

MGT-13

SCRUTINIZER'S REPORT

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

Dated: 21st September 2015

To,
The Chairman
Restile Ceramics Limited
Medak Dist

Sub :- Report of Scrutinizer, on e voting and Ballot at 29th Annual General Meeting of the Members of RESTILE CERAMICS LIMITED, held on 19th September 2015 at 11.30 AM at Malkapur Village, Hatnoora Mandal, Narsapur Taluk, Medak District – 502 296.

Dear Sir,

I, A.S. Ramkumar, Company Secretary in Practise, representing M/s.A.S. Ramkumar & Associates, Company Secretaries having office at 1C, 1st Floor, Yeturu Towers, 6-2-47, Lane Adj to PTI Building, A C Guards, Hyderabad – 500 004, have been appointed as a Scrutinizer of Restile Ceramics Limited (“the Company”) for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the voting on e-voting carried out as per the provisions of the Companies Act,2013 and Rule 20 of the Companies (Management and Administration) Rules,2014 on the below mentioned resolutions, at the 29th Annual General Meeting of the Members of Restile Ceramics Limited, held on 19th September 2015 at 11.30 AM at Malkapur Village, Hatnoora madal, Narsapur Taluk, Medak District, I submit my report as under:

1. The e-voting period remained open from 16th September, 2015 (9.00A.M) to 18th September, 2014 (6.00 P.M)
2. The shareholders holding shares as on the “cut off “ date i.e 12th September, 2015 were entitled to vote on the proposed resolutions (Item Nos. 1 to 4 as set out in the Notice of the 29th AGM of Restile Ceramics Limited).
3. The votes cast in e voting process were unblocked on 19th September, 2015 around 03.00 PM, in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the voting being unblocked in their presence. Further, no shareholders have abstained from voting.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-voting website of CDSL (www.evotingindia.com).

A.S. Ramkumar



I now submit a Scrutinizer Report as per Rule 20 of the Companies (Management and Administration) Rules, containing the following results for every resolution under E-voting & Physical Voting as below:

Resolution No.	Type of Resolution	Resolution	Resolution Passed / Not Passed
1	Ordinary	To consider and adopt the Profit and Loss Account for the year ended 31 st March 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors	Passed with requisite majority
2	Ordinary	To appoint a Director in place of Mr. T Ramanarayanan Seetharaman	Passed with requisite majority
3	Ordinary	To Appoint statutory auditors of the company and fix their remuneration	Passed with requisite majority
4	Special	Authority to borrow in excess of the paid up capital and reserves not more than Rs.50 Crores	Passed with requisite majority

A Consolidated detailed voting is given as Annexure to this Report.


I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically, in respect of the votes cast through e-voting by the Shareholders of the Company. The register and all other papers, records shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter return the same.

You may accordingly declare the results of voting as all the resolutions passed with the requisite majority.

Thanking you

Yours faithfully

For A.S.RAMKUMAR & ASSOCIATES

A.S. Ramkumar

A.S.RAMKUMAR
 Partner
 FCS 8149, C.P.No.9228



Place: Hyderabad

Date: 21.09.2015

RESOLUTION 1: ORDINARY RESOLUTION - ADOPTION OF ANNUAL ACCOUNTS, ETC

S.No.	Particulars	Number of Members Voted			Number of votes case by them			% of Total No. of valid
		E-Voting	Physical	Total	E-Voting	Physical	Total	
i	Votes in favor of the Resolution	12	33	45	66,236,247	173,171,306	239,407,553	100%
ii	Votes in against the Resolution	-	-	-	-	-	-	-
	Total	12	33	45	66,236,247	173,171,306	239,407,553	100%
iii	Invalid Votes	-	1	-	-	1	-	-
	RESULTS	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 2: ORDINARY RESOLUTION - APPOINTMENT OF MR. T RAMANARAYANAN SETHARAMAN RETIRING BY ROTATION

S.No.	Particulars	Number of Members Voted			Number of votes case by them			% of Total No. of
		E-Voting	Physical	Total	E-Voting	Physical	Total	
i	Votes in favor of the Resolution	12	33	45	66,236,247	173,171,306	239,407,553	100%
ii	Votes in against the Resolution	-	-	-	-	-	-	-
	Total	12	33	45	66,236,247	173,171,306	239,407,553	100%
iii	Invalid Votes	-	1	-	-	1	-	-
	RESULTS	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 3: ORDINARY RESOLUTION - RE-APPOINTMENT OF AUDITORS AND FIXATION OF REMUNERATION

S.No.	Particulars	Number of Members Voted			Number of votes case by them			% of Total No. of
		E-Voting	Physical	Total	E-Voting	Physical	Total	
i	Votes in favor of the Resolution	12	33	45	66,236,247	173,171,306	239,407,553	100%
ii	Votes in against the Resolution	-	-	-	-	-	-	-
	Total	12	33	45	66,236,247	173,171,306	239,407,553	100%
iii	Invalid Votes	-	1	-	-	1	-	-
	RESULTS	PASSED WITH REQUISITE MAJORITY						

SPECIAL BUSINESS

RESOLUTION 4: SPECIAL RESOLUTION - AUTHORITY TO BORROW IN EXCESS OF THE PAID UP CAPITAL AND RESERVES

S.No.	Particulars	Number of Members Voted			Number of votes case by them			% of Total No. of
		E-Voting	Physical	Total	E-Voting	Physical	Total	
i	Votes in favor of the Resolution	12	33	45	66,236,247	173,171,306	239,407,553	100%
ii	Votes in against the Resolution	-	-	-	-	-	-	-
	Total	12	33	45	66,236,247	173,171,306	239,407,553	100%
iii	Invalid Votes	-	1	-	-	1	-	-
	RESULTS	PASSED WITH REQUISITE MAJORITY						

Witness: 1 *[Signature]*

A. S. Reddy
Witness: 2



[Signature]