

To,  
The Manager  
Department of Corporate Services  
The Bombay Stock Exchange Ltd  
1<sup>st</sup> Floor, P J Towers  
Dalal Street,  
Mumbai - 400 001

Date : 2<sup>nd</sup> April 2014

Dear Sir

**Sub : Submission of correct copy of Proceedings of Extra Ordinary General Meeting - held on 28<sup>th</sup> March 2014 - in compliance of Clause 31(d) of Listing Agreement - Reg.**

Ref :- **Scrip Code 515085**

We wish to inform that Extra ordinary General Meeting of shareholders of the company was convened on the 28<sup>th</sup> March 2014. The shareholders approved the Modified Draft Rehabilitation Scheme consisting of Capital Reduction and Merger of Atreya Finance Private Limited and Bell Granito Ceramica Limited into Restile Ceramics Limited subject to confirmation / approval by Honorable bench of Board for Industrial and Financial Reconstitution.

We found that there were some typographical errors in the proceedings submitted on 29<sup>th</sup> March 2014 and herewith forwarding the correct copy of proceedings of Extra ordinary General meeting held on 28<sup>th</sup> March 2014. Soft copy has been emailed to [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com).

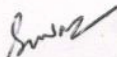
Kindly ignore the earlier submitted proceedings and consider the correct proceedings attached to this letter. This is in compliance of Clause 31 (d) of the Listing Agreement Executed with the Exchange.

Kindly take the same on record.

Thanking you

Yours faithfully

**For RESTILE CERAMICS LIMITED**



**Authorised signatory**

Encl: a/a

**RESTILE CERAMICS LIMITED**

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Tel : +91-8458-288772, Fax : +91-8458-288502

Branch Office : D. No. 1-10-177, 5th Floor, Varun Towers, Opp. Hyderabad Public School, Begumpet, Hyderabad - 500 016.  
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**MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF RESTILE CERAMICS LIMITED HELD ON FRIDAY, THE 28<sup>TH</sup> DAY OF MARCH 2014 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT MALKAPUR VILLAGE, HATNOORA MANDAL, NARSAPUR TALUQ, MEDAK DISTRICT- 502 296**

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**PRESENT:**

Sri Tribhuvan Simh Rathod	-	Managing Director
Sri N.Gopala Krishnan	-	Director
Sri N S Mani	-	Director

Members	--	45
Members Represented by Proxy	--	Nil

Shri Tribhuvan Simh Rathod, Managing Director was elected as chairman of the meeting he occupied the Chair and welcomed the members to the Extra Ordinary General Meeting. After ascertainment of the quorum, he called the meeting to order and declared that the Register of Directors Shareholding is Open for Inspection. Then Chairman briefly explained the necessity of Conducting the EGM and read the Notice of EGM and explained the Highlights of Modified Draft Rehabilitation scheme consisting of Reduction of Capital and Merger of M/s Atreya Finance Private Limited and M/s Bell Granito Ceramics Limited into the Restile ceramics Limited.

Then the Chairman had taken up the following business.

**Item No 1 : Approval of Modified Draft Rehabilitation Scheme consisting the Capital Reduction and Merger of Atreya Finance Private Limited and Bell Granito Ceramica Ltd into M/s Restile Ceramics Limited**

Proposed By: Srinivasan Narayananswamy

Seconded By: Shashkanth V Kammar

" RESOLVED THAT pursuant to Section 100 and other applicable provisions, if any, of the Companies Act, article 47 of articles of association of the company and subject to the confirmation / approval of modified Draft Rehabilitation scheme by the Board for Industrial and Financial Reconstitution (BIFR) and subject to such other approvals, consents, permissions or sanctions of any other authority, body or institution (hereinafter collectively referred to as "the concerned authorities") as may be required, and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any of the concerned authorities, from time



to time, while granting such approvals, consents, permissions or sanctions, the subscribed, issued and paid up equity share capital of the company be reduced from Rs. 98,27,92,390 (Rupees Ninety Eight crore Twenty Seven lakhs Ninety Two thousand Three hundred and Ninety) divided into 9,82,79,239 (Nine Crore Eighty two lakhs Seventy nine thousand Two hundred and thirty nine) equity shares of Rs.10 each to Rs. 24,65,45,687 (Rupees Twenty Four Crore Sixty five lakhs Forty five thousand Six hundred and Eighty seven) divided into 2,46,54,568 (Two Crore Forty six lakhs Fifty four Thousand Five hundred and sixty eight only) equity shares of Rs. 10 each fully paid up and the shareholding of the shareholders of the company be reduced and reorganized from the date on which the scheme will come into effective, and is represented by the accumulated losses as on 31<sup>st</sup> December 2013 ."


"RESOLVED FURTHER THAT subject to such approvals, Permissions /consents as may be required the Modified Draft Rehabilitation Scheme for Reduction of Capital, merger of Atreya Finance Private Limited and M/s Bell Granito Ceramica Limited into the company i.e Restile Ceramics Limited a copy of whereof is placed before this meeting duly initialed by the Chairman for the purpose of identification, be and is hereby approved and the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as are required for giving effect to the said scheme and to assent such modifications and conditions as may be imposed by the BIFR (Board for Industrial and Financial Reconstruction) in sanctioning the said Modified Draft Rehabilitation Scheme."

On being put to vote on show of hands, the resolution was passed unanimously.

Shri Tribhuvan Simh Rathod, chairman conveyed the vote of thanks to the Directors, members and the invitees of the meeting.

As no other business to Transact Chairman declared that the meeting is closed.

Place : Malkapur Villege, Medak District, AP  
Date : 02.04.2014

  
(Tribhuvan Simh Rathod)  
Chairman of the Meeting