

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
(Pursuant to Clause 49 of the Listing Agreement)

Name of the Company **MURUDESHWAR CERAMICS LIMITED**  
Quarter ended on **September 30, 2015**

	Particulars	Clause of Listing Agreement	Compliance Status	Remarks
<b>II</b>	<b>BOARD OF DIRECTORS</b>	<b>49 (II)</b>		
A	Composition of Board	49 (II A)	Yes	-
B	Independent Directors	49 (II B)	Yes	-
B	Non-Executive Directors compensation & disclosures	49(I C)	Yes	-
C	Other provisions as to Board and Committees	49 (I D)	Yes	-
D	Code of Conduct	49 (I E)	Yes	-
E	Whistle Blower Policy	49 (1F)	Yes	-
<b>III</b>	<b>AUDIT COMMITTEE</b>	<b>49 (III)</b>		
A	Qualified Independent Audit Committee	49 (III A)	Yes	-
B	Meeting of Audit Committeee	49 (III B)	Yes	-
C	Powers of Audit Commtee	49 (III C)	Yes	-
D	Role of Audit Committee	49 (III D)	Yes	-
E	Review of Information by Audit Committee	49 (III E)	Yes	-
<b>IV</b>	<b>NOMINATION AND REMUNERATION COMMITTEE</b>	<b>49 (IV)</b>	Yes	-
<b>V</b>	<b>SUBSIDIARY COMPANIES</b>	<b>49 (V)</b>	Not Applicable	Company does not have any Subsidiary Companies
<b>VI</b>	<b>RISK MANAGEMENT</b>	<b>49 (VI)</b>	Yes	Company does not fall under perview of top 100 companies to which clause 49 (VI) (c) is applicable
<b>VII</b>	<b>RELATED PARTY TRANSATIONS</b>	<b>49 (VII)</b>	Yes	-
<b>VIII</b>	<b>DISCLOSURES</b>	<b>49 (VIII)</b>		
A	Related Party Transactions	49 (VIII A)	Yes	-
B	Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
C	Remuneration of Directors	49 (VIII C)	Yes	-
D	Management	49 (VIII D)	Yes	-
E	Share holders	49 (VIII E)	Yes	-
I	Proceeds from Public Issues/ Right Issues/ Preferential Issues	49 (VIII I)	Not Applicable	No such proceeds was generated during this quarter
<b>IX</b>	<b>C E O / C F O Certification</b>	<b>49 (IX)</b>	Yes	-
<b>X</b>	<b>REPORT ON CORPORATE GOVERNANCE</b>	<b>49 (X)</b>	Yes	-
<b>XI</b>	<b>COMPLIANCE</b>	<b>49 (XI)</b>	Yes	-

Date :OCTOBER 3, 2015

For MURUDESHWAR CERAMICS LIMITED

*Lakshmi S Babu*  
LAKSHMISHA BABU S  
COMPANY SECRETARY