

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules 2014, as amended from time to time, that the Resolutions appended below for continuance of the directorship of Non-Executive Directors of the Company aged 75 years or more and to approve Related Party Transaction, are proposed to be passed as SPECIAL RESOLUTION by the Members of “MURUDESHWAR CERAMICS LIMITED” (the “Company”) by way of Postal Ballot which includes voting by electronic means (“e-voting”)

An explanatory statement pursuant to the provisions of Section 102 of the Act and other applicable provisions of the Act, if any, pertaining to the resolution setting out the material facts and the reasons thereof, is appended along with the postal ballot form (‘Postal Ballot Form’). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, by circulation of resolutions on 25th February, 2019, has appointed Mrs. Swati Ramachandra Hegde, Practicing Company Secretary (Membership No. ACS: 38013 and COP No. 19286), as the scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (For) or dissent (Against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer Mrs. Swati Ramachandra Hegde, Practicing Company Secretary, (No. 236, Pushpa Giri Bhavana, (SBI Building, 2nd Floor, 14th Main Road, F Block, Sahkarnagar, Bengaluru or Canbank Computer Services Limited C/o K. Ravi, Manager RTA, 218, J P Royale, 1st Floor, Sampige Road, 2nd Main, Near-Market, Malleshwaram, Bengaluru, Karnataka 560003) on or before Thursday, 28th March, 2019 being last date of e-voting. Postal Ballot Forms received after that date will not be considered and will be strictly treated as if a reply from such Member has not been received.

In compliance with the provisions of Section 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure, as stated vide point no. 13 of “NOTES” section of this Postal Ballot Notice, for casting of their votes electronically viz., by way of e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairperson or any person authorized by him. The results of the Postal Ballot will be declared on Saturday, 30th March, 2019, on or before 5.00 p.m. The said results will be displayed on the Notice Board of the Company at registered office and to National Stock Exchange of India Limited and BSE Limited where shares of the Company are listed will be sent. Additionally, the results will also be displayed on the Company’s website www.naveentile.co.in and on the website of (RTA) at www.canbankrta.com/

SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT

ITEM NO.1: Continuation of directorship of Dr. Rama Nagappa Shetty (DIN: 00038810)

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals, consents, permissions, terms and conditions, if any, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby accorded for continuance of the Directorship of **Dr. Rama Nagappa Shetty (DIN: 00038810)**, Chairman and Non-Executive Promoter Director of the Company, who has crossed the age limit of 75 years and aged around 91 years at present, on the existing terms and conditions subject to the provisions, rules and regulations of Companies Act 2013 and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and/or of any other appropriate authorities, as may be applicable, and as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all other activities as may be incidental or expedient in this regard.”

Item No. 2: Continuation of directorship of Dr. Shivabasayya Sidramayya Hiremath (DIN: 02272897)

To consider and, if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals, consents, permissions, terms and conditions, if any, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby accorded for continuance of the Directorship of **Dr. Shivabasayya Sidramayya Hiremath (DIN: 02272897)**, Non-Executive Independent Director of the Company, who has crossed the age limit of 75 years and aged around 82 years at present, upto the expiry of his present term as an Independent Director i.e. 26.09.2019, on the existing terms and conditions subject to the provisions, rules and regulations of Companies Act 2013 and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and/or of any other appropriate authorities, as may be applicable, and as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all other activities as may be incidental or expedient in this regard.”

Item No. 3: Continuation of directorship of Shri Sankappa Keremane Shetty (DIN: 00894366)

To consider and, if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation17(1A) of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals ,consents, permissions, terms and conditions, if any, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby accorded for continuance of the Directorship of **Shri Sankappa Keremane Shetty (DIN: 00894366)**, Non-Executive Independent Director of the Company, who has crossed the age of 75 years and aged around 77 years at present, upto the expiry of his present term as an Independent Director i.e. 26.09.2019, on the existing terms and conditions subject to the provisions, rules and regulations of Companies Act 2013 and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and/or of any other appropriate authorities, as may be applicable, and as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all other activities as may be incidental or expedient in this regard.”

Item No. 4: Continuation of directorship of Smt. Sarvani Alva (DIN: 06896403)

To consider and, if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation17(1A) of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals ,consents, permissions, terms and conditions, if any, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby accorded for continuance of the Directorship of Smt. Sarvani Alva (DIN: 06896403), Non-Executive Independent Director of the Company, who has crossed the age limit of 75 years and aged around 79 years at present, upto the expiry of her present term as an Independent Director i.e. 26.09.2019, on the existing terms and conditions subject to the provisions, rules and regulations of Companies Act 2013 and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and/or of any other appropriate authorities, as may be applicable, and as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all other activities as may be incidental or expedient in this regard.”

Item No. 5: Regularization and Continuation of directorship of Shri Sathya Murthy Padaki (DIN: 08276537).

To consider and, if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 149 of the Companies Act, 2013 (the Act) and other applicable provisions of the act and rules made thereunder and subject to the provisions of Regulation17(1A) of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals ,consents, permissions, terms and conditions, if any, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby

accorded for regularization and Continuation of directorship of **Shri Sathya Murthy Padaki (DIN: 08276537)** Non-Executive Independent Director of the Company, who has crossed the age limit of 75 years and aged around 83 years at present, for the period of five years, on the existing terms and conditions subject to the provisions, rules and regulations of Companies Act 2013 and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and/or of any other appropriate authorities, as may be applicable, and as amended from time to time.

RESOLVED FURTHER THAT member's approval is also sought for regularization of **Shri Sathya Murthy Padaki (DIN: 08276537)** (additional Director) who was appointed as additional director on the Board of the Company in the board meeting held on 12.11.2018".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all other activities as may be incidental or expedient in this regard."

Item No. 6: To authorize Board of Directors to enter into Related Party Transactions,

To consider, and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification, variation or re-enactment to any of the forgoing) and subject to such approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to approve all contracts/ agreements/ arrangements with the RNS Infrastructure Limited (Related Party) and authorize the Board of Directors of the Company to enter into Material Related Party Transactions (including any modifications, alterations thereto), in the ordinary course of Business and on arm's length basis within the meaning of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as enumerated in the explanatory statement to this Notice and on such terms and conditions as may be agreed upon between them .

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

Description of Contract	Name of Related Party	Period of Contract	Total Cumulative Value of transaction during contract period with related party
Sale, purchase, supply of any goods including capital goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering	RNS Infrastructure Limited	Financial Year starting from 1st April 2019 till 30th September 2022	Rs.300 Crores

of any services, appointment for purchase or sale of goods, materials, services or property or any other transaction.			
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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve transactions and the terms & conditions with any related party defined under the Act, and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approvals of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution.”

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is appended hereto.
2. The Postal Ballot Notice is being sent to all members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on **22th February, 2019 being cutoff date.**
3. Each equity share carries one vote and voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on **22th February, 2019 being cutoff date.**
4. In terms of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, Physical copies of the Postal Ballot Notice are being sent by permitted mode(i.e. through registered or speed post or courier), along with a pre-paid postage self-addressed Business Reply Envelope.
5. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternative mechanism. For this purpose, the Company is availing e-voting platform of NSDL in order to enable the members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that remote e-voting is optional.
6. Members can opt for only one mode of voting, i.e. either by Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by Postal Ballot shall prevail and votes cast through e-voting will be treated as invalid.

7. The vote in this Postal Ballot cannot be exercised through proxy.
8. The voting (including remote e-voting) period commences at 09:00 a.m. (IST) on Wednesday, 27th February, 2019 and ends at 05:00 p.m. (IST) on Thursday, 28th March, 2019.
9. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named joint holder only.
10. Shareholders, who have received Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form, can download the Postal Ballot Form from the Home page of the Company website www.naveentiles.co.in or seek duplicate Postal Ballot Form from the Company.
11. The 28th March, 2019, being the last date of receipt of duly completed Postal Ballot Forms/remote e-voting from Shareholders, shall be taken as the date of passing above mentioned Resolutions, if assented by requisite majority.
12. The above resolutions passed by the members through Postal Ballot shall be deemed to have been passed as if the same have been passed at a General Meeting of the members of the Company subject to requisite majority in favour of the resolutions.

13. Voting through electronic means:

I. The process and manner for remote e-voting are as under:

(A) In case of members receiving an e-mail from NSDL (whose email IDs are registered with the RTA/DPs) :

- i) Open PDF file attached to your e-mail using your Client ID/Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password provided in PDF file is an 'Initial Password'.
- ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- iii) Click on Shareholder – Login.
- iv) If you are already registered with NSDL for e-voting then you can use your User ID and password for casting your vote.
- v) If you are logging in for first time with NSDL, please put user ID and password as Initial Password/PIN noted in step (i) above and click 'Login'.
- vi) Password change menu will appear. Change the password with a new Password of your choice. Please note this new password and it is strongly recommended not to share your password with any person and take utmost care to keep your password confidential.
- vii) Home page of e-voting will open. Click on e-Voting: Active Voting Cycles.
- viii) Select 'EVEN' of Murudeshwar Ceramics Limited.
- ix) Now you are ready for e-voting as 'Cast Vote' page opens.
- x) Cast your vote by selecting appropriate option and click on 'Submit' and also confirm when prompted.
- xi) Upon confirmation, the message 'Vote cast successfully' will display.
- xii) Once you have voted on the Resolution, you will not be allowed to modify your vote.
- xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/Authority Letter, along with attested specimen signature of the duly authorized signatory(ies) who are authorized to

vote, to the Scrutinizer by an e-mail at swatihegde.cs@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) In case of members receiving physical Postal Ballot Form:

(i) Initial Password is provided as follows, at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	User ID	Password
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(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xiii) of (A) to cast vote.

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the 'Downloads' section of NSDL's e-voting website www.evoting.nsdl.com.

III. If you are already registered with NSDL for e-voting then you can use your User ID and Password for casting your vote.

IV. You can update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

ANNEXURE TO THE NOTICE:-

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 regarding Special Businesses.

Item No. 1, 2, 3, 4 & 5 (Special Resolutions):

Based on the report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India ("SEBI") amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations) vide its notification dated: May 9, 2018. According to Amended Listing Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that any Non-Executive Director who has crossed the age limit of 75 years or more shall not be appointed or continue as a Non-Executive Director in any listed Company until and unless approval of Members have been obtained for the same by way of special resolution.

Since the existing Non-Executive Directors/Independent Director of the Company i.e Dr. Rama Nagappa Shetty (DIN: 00038810) (Promoter- Non Executive Director), Dr. Shivabasayya Sidramayya Hiremath (DIN: 02272897), Independent Director, Shri Sankappa Keremane Shetty (DIN: 00894366) Independent Director, Smt. Sarvani Alva (DIN: 06896403), Independent Director, Shri Sathya Murthy Padaki (DIN: 08276537), Independent Director are covered under the aforesaid provision for being aged more than 75 years, the Company is require to obtain approval from Members by way of special resolution for keeping their Directorship continue in the Company post 01-04-2019.

Further, In the opinion of the Board of Directors of the Company, all the above Directors are a person of high repute and has a rich experience of over 5 decades in concern industry. their in-depth knowledge of the industry and strategic guidance on business matters has helped the Company to grow year by year.

The Board of Directors concur that their continued association would be of immense benefit to the Company and it is desirable to continue the appointment of all the above directors as an Non-Executive and Independent Director of the Company. The brief profile of the above director pursuant to Regulation 36 (3) of Listing Regulations and Secretarial Standard 2 on General Meetings is annexed hereto and forms an integral part of this Notice.

Further, Board of Directors are of the opinion that dynamic business environment and good corporate governance requires the independent director to play a more pro-active role along with greater involvement in Board decision making process and particularly the Chairman plays a key role in Board functioning and decision making process.

Item No. 6

Pursuant to Section 188 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company can enter into material transaction mentioned in aforesaid resolution, which are in the ordinary course of business and on arm's length basis. But pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), it can do so only with prior approval of the members accorded by way of Special resolution. Your company always seeks to enter into transactions with Related Party in the ordinary course of business and on arm's length basis. As per SEBI (LODR) regulation 2015 and amendment thereof, all material related party transaction have to be approved/ratified by the members.

Nature of related interest of related parties given below:

Name of Related Party	Name of Director or KMP who is related if any	Nature of relationship	Nature, material items, monetary value and particulars of contract or arrangements	Any other information
RNS Infrastructure Limited	Dr. Rama Nagappa Shetty Shri Satish Rama Shetty Shri Naveen Rama Shetty Shri Sunil Rama Shetty	Group Company	Please refer Resolution No 6	There are common Directors in both the companies.

The Board recommends the Special Resolution set out in Item No 6 of the Notice for approval by the members. None of the Directors or KMP or their relatives other than mentioned above, is concerned or interested in the said resolution.

*By order of the Board of Director
For Murudeshwar Ceramics Limited*

*Ashok Kumar
Company Secretary & Compliance Officer*

*Place: Bengaluru
Date: 26.02.2019*

Brief Profile of Director(s) seeking continuation of Directorship pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India.

Dr. Shivabasayya Siddaramayya Hiremath, aged about 82 years is a Doctor by profession. He has been providing active service to the people of Hubli for over 51 years and has good knowledge about the topography, local residents and the local business at Hubli. He has knowledge of stage by stage development achieved by this Company ever since its inception in 1983. He has established two health institutions namely Dr. S.S. Hiremath Nursing Home in 1976 and Shivaleela Hospital in 1992. As a Professor in Obstetrics and Gynecology in KMC Hospital he was also a guiding mentor for many medical students. He is a member of various professional bodies. His services have been recognized by various institutions and also the Government of Karnataka. He has been honoured with various awards including the Karnataka Rajyotsava Day Award – HDMC 1992.

Brief Profile

DIN	02272897
Date of birth	04/07/1937
Age	82 years
Qualification	Doctor
Expertise in specific Functional Area	Professor in Obstetrics and Gynecology
Directorship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	1. Naveen Hotels Limited 2. Murudeshwar Power Corporation Limited 3. RNS Infrastructure Limited
Membership of Committee/chairmanship in other Public Limited Company	1. RNS Infrastructure Limited- Audit Committee, CSR Committee and N&R Committee. 2. Murudeshwar Power Corporation Limited- Audit Committee, CSR Committee and N&R Committee. 3. Naveen Hotels Limited- CSR Committee and N&R Committee.
No. of shares held (a) own (b) For other persons on a beneficial basis.	2300

Shri Sankappa Keremane Shetty aged around 77 years is an Civil Engineering Graduate from Karnataka Regional Engineer College Surathkal (presently NITK) and started his carrer in the Koyna Hydro Electric Stage-III underground Power House Construction in the year 1966. After serving there for

six years he joined Karnataka Power Corporation Limited(KPCL) in the year 1973. He retired from KPCL in the year 2001 as Executive Director. He had an illustrious career in the State Power Generation Company spanning over 27 years holding responsible positions and associations/in charge of execution of civil works of major projects like Kalinadi Hydel Project Stage-I and II, Sharavathi Stage-II-Gerasoppa Project, Hydel Dam Power House and RTPS Thermal Project Unit-III. After his retirement, he was appointed by Government of Karnataka as Director and Board member of KPCL till 2007.

He has undergone Energy Management Training in USA under USAID Programme in the year 1995. He has participated and presented Technical papers in many International Conferences held abroad. Presently he is advisor to many Power Producing Companies mainly for the execution of mini Hydel projects. Shri Sankappa Keremane Shetty is not a shareholder of the Company.

Brief Profile

DIN	00894366
Date of birth	25/10/1942
Age	77 years
Qualification	Civil Engineering
Expertise in specific Functional Area	Expertise in working with Hydel Projects
Directorship in other Public Limited Companies (excluding foreign companies, private companies &Section 8 companies)	<ol style="list-style-type: none"> 1. Naveen Hotels Limited 2. Murudeshwar Power Corporation Limited 3. RNS Infrastructure Limited
Membership of Committee/chairmanship in other Public Limited Company	<ol style="list-style-type: none"> 1. RNS Infrastructure Limited- Audit Committee, CSR Committee And N&R Committee. 2. Murudeshwar Power Corporation Limited- Audit Committee, CSR Committee And N&R Committee. 3. Naveen Hotels Limited- CSR Committee And N&R Committee.
No. of shares held (a) own (b) For other persons on a beneficial basis.	NIL

Mr. Rama Nagappa Shetty: matriculate, is a first generation industrialist and the founder and chairman of our company and the RNS Group. With a career spanning over 73 years in the construction industry, with an impetus on execution of infrastructure projects such as roads, bridges, aqueducts, dams and irrigation canals, Mr. R. N. Shetty provides direction to the overall strategy and vision of our company. Mr. R.N. Shetty is also primarily responsible for the diversification of the RNS Group into areas such as manufacture of ceramic and vitrified floor tiles, hospitality, automobile dealerships and construction. He

is also a philanthropist and has been recognised as a key contributor to the development of Murudeshwar into a renowned pilgrimage spot in India on the picturesque Arabian sea coast. Mr. R.N. Shetty has been awarded the ‘Vishveshwarayya Memorial Award in recognition of his outstanding contribution to the growth and development of industries. Additionally, in recognition of the valuable contribution to the development of small scale industries in the state of Karnataka. Mr. R.N. Shetty was conferred the ‘KASSIA Industrial Mari’ award. Mr. R.N. Shetty was also an awardee of the ‘Karnataka Rajyotsava Prashansti’ , a prestigious award of the Government of Karnataka.

Brief Profile

DIN	00038810
Date of birth	15/08/1928
Age	91 years
Qualification	Civil Engineering
Expertise in specific Functional Area	Expertise in working with construction industry
Directorship in other Public Limited Companies (excluding foreign companies, private companies &Section 8 companies)	<ol style="list-style-type: none"> 1. Naveen Hotels Limited 2. Murudeshwar Power Corporation Limited 3. Rns Infrastructure Limited 4. Murudeshwar Developers Limited 5. Murudeshwar Infosystems Limited 6. RNS Power Limited 7. RNS Motors Limited
Membership of Committee/chairmanship in other Public Limited Company	<ol style="list-style-type: none"> 1. RNS Infrastructure Limited- Audit Committee, CSR Committee and N&R Committee. 2. Murudeshwar Power Corporation Limited- Audit Committee, CSR Committee and N&R Committee.
No. of shares held (a) own (b) For other persons on a beneficial basis.	26808

Smt. Sarvani Alva aged around 79 years is an arts graduate. She is highly ethical and has developed from a well cultured family background. She was a good performer in studies and other co- curricular activities. She is providing consultancy services to various firms and sanghas.

Brief Profile

DIN	06896403
Date of birth	08/06/1940

Age	79 years
Qualification	Bachelor of Arts
Expertise in specific Functional Area	Expertise in field of arts
Directorship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	1. RNS Motors Limited
Membership of Committee/chairmanship in other Public Limited Company	2. RNS Motors Limited - Audit Committee, CSR Committee and N&R Committee.
No. of Board Meeting attended during the year	
No. of shares held (a) own (b) For other persons on a beneficial basis.	NIL

5.SATHYA MURTHY PADAKI: aged around 83 years. He was a retired State Government employee. He has a degree in BE(Civil).

Brief Profile

Director Identification No.(DIN)	08276537
Occupation	Retd. State Govt Employee
Date of Birth	25.03.1936
Qualification	BE(Civil)
Nationality	Indian
Expertise in specific Functional Area	Expertise in civil construction
Directorship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	NIL
Membership of Committee/chairmanship in other Public Limited Company	NIL
No. of shares held (a) own (b) For other persons on a beneficial basis.	NIL

POSTAL BALLOT FORM

Please read the instructions printed below carefully before exercising your vote

Serial No.: _____

1. Name(s) & Registered Address :
 of the Sole /Joint holder
 shareholder, if any/ Beneficial owner

2. Registered Folio Number / :
 DP ID No. / Client ID No. *

(*Applicable to investors holding
 shares in dematerialised form).

3. Number of Share(s) held :

4. EVEN (E-voting Event Number) :

5. User-ID :

6. Password :

7. I/We hereby exercise my/our vote(s) in respect of the Special Resolutions passed through Postal Ballot for the business stated below by conveying my/our assent or dissent to the said Resolutions by placing the tick (☐) mark at the appropriate box below:

Item No.	Description of Resolution	No. of shares for which vote caste	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	To consider to approve for the continuance of Dr. Rama Nagappa Shetty, Non-Executive Promoter Director of the Company despite having crossed the age limit of 75 years or more.			
2	To consider to approve for the continuance of Dr. Shivabasayya Sidramayya Hiremath, Non Executive Independent Director of the Company despite having crossed the age limit of 75 years or more.			
3	To consider to approve for the continuance of Shri Sankappa Keremane Shetty, Non-Executive Independent Director of the Company despite having crossed the age limit of 75 years or more.			
4	To consider to approve for the continuance of Smt. Sarvani Alva,			

	Non-Executive Independent Director of the Company despite having crossed the age limit of 75 years or more.			
5	To consider to approve for the regularization and continuation of Shri Sathya Murthy Padaki, Non-Executive Independent Director of the Company despite having crossed the age limit of 75 years or more.			
6.	Approval of Material Related Party Transactions with RNS Infrastructure Limited			

Place :

Date :

Signature of the Member

INSTRUCTIONS

1. A member desirous to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached pre-paid postage self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form deposited in person or sent by courier or any other mode at the expense of the member will also be accepted.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed by the first named joint-holder and in his/her absence, by the next-named joint holder only.
3. The consent must be accorded by placing a tick (√) in the column of your choice.
4. Duly completed & signed Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. up to 05:00 p.m. (IST) on 28.03.2019. Postal Ballot Form received beyond the said time & date will be treated as the reply from such Member(s) has not been received and shall not be counted for the purpose of passing of Resolutions.
5. The remote e-voting period will commence at 09:00 a.m. (IST) on Wednesday, 27.02.2019 and ends at 05:00 p.m. (IST) on Thursday, 28.03.2019.
6. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority letter/attested specimen signature (s) etc. In case of e-voting, such documents should be mailed to the Scrutinizer at swatihegde.cs@gmail.com with a copy marked to evoting@nsdl.co.in or deposited at the registered office of the Company.
7. A Member may request for a duplicate Postal Ballot Form, if so required and the same duly completed and signed Form should reach the Scrutinizer not later than the date & time specified in point 4 above.

8. Incomplete, Unsigned, signature mismatch, both option selected, torn/defaced/mutilated (such that it is difficult for the Scrutinizer to identify the 'Assent/dissent') and incorrect Postal Ballot Form received from any member shall be considered invalid.
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed prepaid postage self- addressed Business Reply Envelope as all such envelopes will reach to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. The Scrutinizer's decision on the validity of the Postal Ballot form shall be final and binding.
11. The result of the voting by Postal Ballot (including remote e-voting) will be announced by the Managing Director or Company Secretary or duly authorized person of the Company at 05:00 p.m. (IST) or before on 30.03.2019 at the registered office of the Company & the same along with the Scrutinizer's report will be communicated to Stock Exchanges & NSDL and will also be posted on the Company's web page.