



**MURUDESHWAR
CERAMICS LTD.**

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Office : E-mail : melho@naveentile.com / ndtmktg@naveentile.com, CIN : L26914KA1983PLC005401
Factory : Krishnapur Village, HUBLI - 580 024. Tel. : 2206741, Fax : 2206773 E-mail : mcplant@bsnl.in



MCL: SEC: 2019-20

SEPTEMBER 28, 2019

To,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
MUMBAI 400 051,
Stock Code: MURUDCERA.EQ

To,
Bombay Stock Exchange Limited,
Floor 25, P J Towers,
Dalal Street,
MUMBAI 400 001,
Stock Code: 515037

Dear Sir/ Madam,

Sub.: Scrutiniser's Report on E-Voting and Voting through Poll at the 36th Annual General Meeting of the Company.

This is With reference to the above captioned subject, we hereby enclose the Scrutiniser's Report in respect to E-Voting and Voting through Poll, have been conducted at the 36th Annual General Meeting of the Company held on 28th September, 2019 at 3:00 P.M. at R N Shetty Kalyan Mantap, Near Indira Glass House, Hubballi -580029, Karnataka.

You are requested to take the above in your records and oblige the same.

Thanking you.

Yours faithfully.

For Murudeshwar Ceramics Limited



Ashok Kumar
Company Secretary & Compliance Officer

Encl.: As Above

Sunil Shah & Co
Company Secretary

Ph 2365869 Email sunil_j_shah@yahoo.com
T-22, 3rd Floor Satellite Complex,
Koppikar Road, Hubli - 580020

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 108 & 109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
Murudeshwar Ceramics Limited,
Hubli.

Sub: 36th Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Saturday, September 28th, 2019 at 3 P.M at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli - 580 029

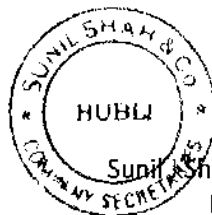
Dear Sir,

I Sunil Javeerchand Shah, appointed as Scrutinizer(s) for the purpose of the E voting and polling taken on the resolution(s) mentioned in the Notice of the Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited, held on Saturday, September 28th, 2019 at 3 P.M at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli - 580 029, submit our report as under:

1. The e-voting period commenced on 25th September, 2019 from 9.00 AM IST and concluded on 27th September 2018 at 5.00 PM IST. The e-voting services were provided by National Securities Depository Limited (NSDL). After the time fixed for closing of the E-Voting the portal was blocked.
2. Further at the AGM held on 28.09.2019 the papers for voting by Poll were distributed to the members present at the meeting who had not preferred to vote under e-voting option and after the time fixed for closing of the poll by the Chairman, One Ballot box kept for polling was locked and sealed in my presence with due identification marks placed by me.
3. The blocked portal and sealed ballot box were opened in my presence and the e-votes and poll papers were diligently scrutinized. The e-votes and polled votes were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
4. The polled votes which were invalid or incomplete and/or which were otherwise found defective have been treated as invalid and accounted separately.
5. The results of Poll are given in the Annexure - I and results of E-Votes are given in Annexure-II and the combined results are given in Annexure - III which are attached to this report.
6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes that were declared invalid for each resolution, E-voting records and all other relevant documents and records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Place: Hubli
Dated: 28.09.2019



SUNIL SHAH

Company Secretary

Sunil Shah, Company Secretary & Member No 8717 COP No 3289

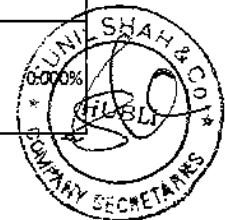
Name/s and Signature of the Scrutinizer

Quoted
Laxmi. J. Chinagoud.
At U Aralikatti.

Subhas
Subhas S. Heblager
AT: Member

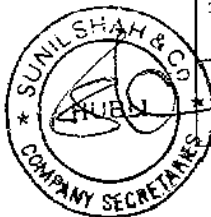
ANNEXURE-I TO SCRUTINISERS REPORT (Polled Votes Results)

No	Subject of Resolution	Favour			Against			Invalid		
		Number of members voted by poll	Number of votes cast in favour of the resolution	%age of total number of valid votes cast	Number of members voted by poll	Number of votes cast in Against of the resolution	% age of total number of valid votes cast	Number of members whose votes were declared invalid	Number of votes cast as invalid	%age of total number of invalid votes cast
1	Adoption of Financial Statements for the year ended 31st March, 2019	54	236716	100.000%	0	0	0.000%	0	0	0.000%
2	Re-appointment of Shri Satish Rama Shetty (DIN 00037526) who retires by rotation	54	236716	100.000%	0	0	0.000%	0	0	0.000%
3	To appoint Mr. Krishnaraj K (M No. 217422), Chartered Accountants, Partner of M/s. K.G. Rao & Co. (Firm Registration No. 010463S) Bengaluru, as the Statutory Auditors of the Company and fix their Remuneration	54	236716	100.000%	0	0	0.000%	0	0	0.000%
4	Approval for setting a threshold limit and to provide Power to the Board of Directors under Section 180(1) of The Companies Act, 2013	54	236716	100.000%	0	0	0.000%	0	0	0.000%
5	Approval for setting a threshold limit to Make Investments, Give Loans, Guarantees and Provide Securities under Section 185 of the Companies Act, 2013 and provide power to the Board of Directors	54	236716	100.000%	0	0	0.000%	0	0	0.000%
6	Approval for setting a threshold limit under section 185 and provide power to the Board of Directors	54	236716	100.000%	0	0	0.000%	0	0	0.000%
7	Approval for enter into Related Party Transactions as prescribed under section 188 and provide power to the Board of Directors	54	236716	100.000%	0	0	0.000%	0	0	0.000%
8	Approval for re-appointment of Smt. Sarvani Alva (DIN: 06896403), as an Independent Director with effect from 31st July, 2019 for the period of next consecutive five years	54	236716	100.000%	0	0	0.000%	0	0	0.000%
9	Approval for re-appointment of Shri Sankappa Keremane Shetty (DIN 00894366) as an Independent Director with effect from 31st July, 2019 for the period of next consecutive five years	54	236716	100.000%	0	0	0.000%	0	0	0.000%
10	Approval for re-appointment of Shri Annappayya (DIN 03558522) as an independent Director with effect from 31st July, 2019 for the period of next consecutive five years	54	236716	100.000%	0	0	0.000%	0	0	0.000%
11	Approval for re-appointment of Dr. Shivabasayya Siddaramayya Hiremath (DIN 02272897) as an Independent Director with effect from 31st July, 2019 for the period of next consecutive five years	54	236716	100.000%	0	0	0.000%	0	0	0.000%



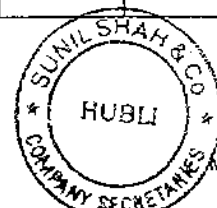
ANNEXURE-II TO SCRUTINISERS REPORT (E-Voting Results)

No	Subject of Resolution	Favour			Against			Invalid		
		Number of members voted electronically	Number of votes cast in favour of the resolution	%age of total number of valid votes cast	Number of members voted electronically	Number of votes cast in Against of the resolution	% age of total number of valid votes cast	Number of members whose votes were declared invalid	Number of votes cast as invalid	%age of total number of invalid votes cast
1	Adoption of Financial Statements for the year ended 31st March, 2019	44	28846169	99.991%	2	2700	0.009%	0	0	0.000%
2	Re-appointment of Shri Satish Rama Shetty (DIN 00037526) who retires by rotation	43	28846168	99.991%	3	2701	0.009%	0	0	0.000%
3	To appoint Mr. Krishnaraj K (M No. 217422), Chartered Accountants, Partner of M/s. K.G. Rao & Co. (Firm Registration No. 0104635) Bengaluru, as the Statutory Auditors of the Company and fix their Remuneration	44	28846169	99.991%	2	2700	0.009%	0	0	0.000%
4	Approval for setting a threshold limit and to provide Power to the Board of Directors under Section 180(1) of The Companies Act, 2013	41	3647617	99.926%	2	2700	0.074%	0	0	0.000%
5	Approval for setting a threshold limit to Make Investments, Give Loans, Guarantees and Provide Securities under Section 186 of the Companies Act, 2013 and provide power to the Board of Directors	41	3647617	99.926%	2	2700	0.074%	0	0	0.000%
6	Approval for setting a threshold limit under section 185 and provide power to the Board of Directors	40	3611506	98.937%	3	38811	1.063%	0	0	0.000%
7	Approval for enter into Related Party Transactions as prescribed under section 188 and provide power to the Board of Directors	38	3609105	98.871%	5	41212	1.129%	0	0	0.000%
8	Approval for re-appointment of Smt. Sarvani Alva (DIN: 05896403), as an Independent Director with effect from 31st July, 2019 for the period of next consecutive five years	42	28843768	99.982%	4	5101	0.018%	0	0	0.000%
9	Approval for re-appointment of Shri Sankappa Keremane Shetty (DIN 00894366) as an Independent Director with effect from 31st July, 2019 for the period of next consecutive five years	42	28843768	99.982%	4	5101	0.018%	0	0	0.000%
10	Approval for re-appointment of Shri Annappayya (DIN 03558522) as an Independent Director with effect from 31st July, 2019 for the period of next consecutive five years	42	28843768	99.982%	4	5101	0.018%	0	0	0.000%
	Approval for re-appointment of Dr. Shivabasayya Siddaramayya Hiremath (DIN 02272897) as an Independent Director with effect from 31st July, 2019 for the period of next consecutive five years	43	28844468	99.982%	4	5101	0.018%	0	0	0.000%



ANNEXURE-III TO SCRUTINISERS REPORT (Combined Result of E-Voting and Polled Vote Results)

No	Subject of Resolution	Favour			Against			Invalid		
		Number of members voted electronically and by poll	Number of votes cast in favour of the resolution	%age of total number of valid votes cast	Number of members voted electronically and by poll	Number of votes cast in Against of the resolution	% age of total number of valid votes cast	Number of members whose votes were declared invalid	Number of votes cast as invalid	%age of total number of invalid votes cast
1	Adoption of Financial Statements for the year ended 31st March, 2019	98	29082885	99.991%	2	2700	0.009%	0	0	0.000%
2	Re-appointment of Shri Satish Rama Shetty (DIN 00037526) who retires by rotation	97	29082884	99.991%	3	2701	0.009%	0	0	0.000%
3	To appoint Mr. Krishnaraj K (M No. 217422), Chartered Accountants, Partner of M/s. K.G. Rao & Co. (Firm Registration No. 010463S) Bengaluru, as the Statutory Auditors of the Company and fix their Remuneration	98	29082885	99.991%	2	2700	0.009%	0	0	0.000%
4	Approval for setting a threshold limit and to provide Power to the Board of Directors under Section 180(1) of The Companies Act, 2013	95	3884333	99.931%	2	2700	0.069%	0	0	0.000%
5	Approval for setting a threshold limit to Make Investments, Give Loans, Guarantees and Provide Securities under Section 186 of the Companies Act, 2013 and provide power to the Board of Directors	95	3884333	99.931%	2	2700	0.069%	0	0	0.000%
6	Approval for setting a threshold limit under section 185 and provide power to the Board of Directors	94	3848222	99.002%	3	38811	0.998%	0	0	0.000%
7	Approval for enter into Related Party Transactions as prescribed under section 188 and provide power to the Board of Directors	92	3845821	98.940%	5	41212	1.060%	0	0	0.000%
8	Approval for re-appointment of Smt. Sarvani Alva (DIN: 06896403), as an Independent Director with effect from 31st July, 2019 for the period of next consecutive five years	96	29080484	99.982%	4	5101	0.018%	0	0	0.000%
9	Approval for re-appointment of Shri Sankappa Keremane Shetty (DIN 00894366) as an Independent Director with effect from 31st July, 2019 for the period of next consecutive five years	96	29080484	99.982%	4	5101	0.018%	0	0	0.000%
10	Approval for re-appointment of Shri Annappayya (DIN 03558522) as an Independent Director with effect from 31st July, 2019 for the period of next consecutive five years	96	29080484	99.982%	4	5101	0.018%	0	0	0.000%
11	Approval for re-appointment of Dr. Shivabasayya Siddaramayya Hiremath (DIN 02272897) as an Independent Director with effect from 31st July, 2019 for the period of next consecutive five years	97	29081184	99.982%	4	5101	0.018%	0	0	0.000%



Sunil Shah
Sunil Shah
Company Secretary