

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity
Murudeshwar Ceramics Limited
2. Quarter ending
31-Mar-2019

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Q
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i. Composition Of Board Of Director

T i t l e (M r / M s)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Date of Appointment	Date of Cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Rama Nagappa Shetty	00038810	AJDPS3496C	C,NE D		29-Jun-1983			1	4	0	AC,SC	
Mr.	Satish Rama Shetty	00037526	AIZPS4010P	ED		27-Jun-2017			1	0	0	NA	
Mr.	Sunil Rama Shetty	00037572	ADOPS6616B	NED		27-Jun-2007			1	1	0	NA	
Mr.	Naveen Rama Shetty	00058779	ADOPS6617A	NED		10-Sep-2012			1	0	0	NA	
Mr.	Shivabasayya Siddaramayya Hiremath	02272897	AAQPH4444P	ID		27-Sep-2014		54	1	1	1	NRC	
Mr.	Sankappa Keremane Shetty	00894366	AKEPS6531N	ID		27-Sep-2014		54	1	2	2	AC,SC ,NRC	
Mr.	Annappayya	03558522	ACNPA3966A	ID		27-Sep-2014		54	1	1	2	AC,SC ,NRC	
Ms.	Sarvani Alva	06896403	BQXPS5655P	ID		31-Jul-2014		56	1	1	0	NA	

Mr	Karan Satish Shetty	081 682 00	DNQ PS54 56E	ED		10- Aug- 2018		7	1	0	0	NA	
Mr	SATHYA MURTHY PADAKI	082 765 37	ADZ PP63 66L	ID		12- Nov- 2018		4	1	0	0	NA	

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii.
Composition of Committees

a.
Audit Committee

A

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sankappa Keremane Shetty	ID	Chairperson	23-Sep-2016	
2	Annappayya	ID	Member	27-Sep-2014	
3	Rama Nagappa Shetty	C,NED	Member	30-Jul-2008	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b.
Stakeholders Relationship Committee

S

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sankappa Keremane Shetty	ID	Member	23-Sep-2016	
2	Annappayya	ID	Chairperson	27-Sep-2014	
3	Rama Nagappa Shetty	C,NED	Member	30-Jul-2008	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c.
Risk Management Committee

R

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date

Company Remarks	Not Applicable
Whether Permanent chairperson appointed	No

d.

N

Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Annappayya	ID	Chairperson	27-Sep-2014	
2	Sankappa Keremane Shetty	ID	Member	23-Sep-2016	
3	Shivabasayya Siddaramayya Hiremath	ID	Member	23-Sep-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii.
Meeting of Board of Directors

M

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
12-Nov-2018	13-Feb-2019

Company Remarks	In Previous quarter (i.e. Oct-Dec) we have conducted a Board Meeting on 12th November, 2018 and in current quarter (i.e. Jan - Mar) we have conducted 2 Board Meeting as under: 1. 13.02.2019; and 2. 25.02.2019
Maximum gap between any two consecutive (in number of days)	92

iv.
Meeting of Committees

M

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	12-Nov-2018	12-Feb-2019	3	Yes
Nomination & Remuneration Committee	12-Nov-2018	25-Feb-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v.
Related Party Transactions

R

Subject	Compliance status (Yes/No/NA)	Remark

Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI.

Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes** T
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 T
 - a. Audit Committee - **Yes** A
 - b. Nomination & remuneration committee - **Yes** N
 - c. Stakeholders relationship committee - **Yes** S
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable** R
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes** T
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes** T
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes** a
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name :

Ashok Kumar
Designation :

Company Secretary & Compliance Officer

Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Not Applicable	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	


Other Information	The Company does not have any Subsidiary or Material Subsidiary Company but the Board of Directors has formulated a policy for determining the Material Subsidiary Company. Whenever any company becomes the Subsidiary or Material Subsidiary Company then the policy will apply.
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Other Information	The Company does not have any Subsidiary or Material Subsidiary Company but the Board of Directors has formulated a policy for determining the Material Subsidiary Company. Whenever any company becomes the Subsidiary or Material Subsidiary Company then the policy will apply.
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Name


Ashok Kumar
Designation

Company Secretary & Compliance Officer

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A
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ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.naveentiles.co.in
Terms and conditions of appointment of	Yes		www.naveentiles.co.in
Composition of various committees of board of	Yes		www.naveentiles.co.in
Code of conduct of board of directors and	Yes		www.naveentiles.co.in
Details of establishment of vigil mechanism/	Yes		www.naveentiles.co.in
Criteria of making payments to non-executive	Yes		www.naveentiles.co.in
Policy on dealing with related party	Yes		www.naveentiles.co.in
Policy for determining 'material' subsidiaries	Yes		www.naveentiles.co.in
Details of familiarization programs imparted to	Yes		www.naveentiles.co.in
Contact information of the designated officials of the listed entity who are	Yes		www.naveentiles.co.in
email address for grievance redressal and	Yes		www.naveentiles.co.in
Financial results	Yes		www.naveentiles.co.in
Shareholding pattern	Yes		www.naveentiles.co.in
Details of agreements entered into with the media companies and/or their	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	

CIN No. : L26914KA1983PLC005401

Naveen Complex, 7th Floor, 14, M.G. Road, Bengaluru - 560 001 INDIA

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DETAILS OF RELATED PARTIES TRANSACTIONS DURING THE PERIOD

01.01.2019 TO 31.03.2019

Sl. No.	Date of Transaction	Name of the Party	Nature of Transaction	Value of Transaction
1	31.03.2019	RNS INFRASTRUCTURE LIMITED	EARTH WORKS RECEIPT	6,40,28,582.00
TOTAL				6,40,28,582.00

For MURUDESHWAR CERAMICS LIMITED


N.M. HEGDE
VICE PRESIDENT (FINANCE) & CFO



PLACE: BENGALURU

DATE: 15.04.2019

An ISO 9001-2008 Certified Company

