

Corporate Governance Report

1. Name of Listed Entity - **Murudeshwar Ceramics Limited**
 2. Quarter ending - **30-Jun-2020**

i. Composition Of Board Of Director

T i t l e (M r / M s)	Na me of the Dire ctor	DIN	P A N	Categ ory (Chair person /Executi ve/Non- Executiv e/ Indepen dent/ Nomine e)	S u b C a t e g o r y	Ini tia l Da te of App oint ment	Da te of App oint ment	D a t e o f c e s s a t i o n	T e n u r e	Da te of Bi rth	Whe ther spe cial resol ution pass ed?	Date of pass ing spe cial resol ution	No. of Direct orship in listed entitie s includ ing this listed entity	No of Indepen dent Directorsh ip in listed entities including this listed entity	No of membershi ps in Audit/ Stakehold er Committee (s) including this listed entity	No of post of Chairperso n in Audit/ Stakehold er Committee held in listed entities including this listed entity	Mem bersh ip in Com mitte es of the Com pany	R e m a r k s
M r.	RA MA NA GA PPA SHE TTY	000 388 10	AJ D PS 34 96 C	C,NED		26- Jun- 198 3	28- Mar - 201 9			15 - A ug - 19 28	Yes	28- Mar - 201 9	1	0	4	0	AC,SC	
M r.	SAT ISH RA MA SHE TTY	000 375 26	AI Z PS 40 10 P	ED	M D	27- Jun- 200 7	26- Jun- 202 0			26 - M ar- 19 62	NA		1	0	0	0		
M r.	SU NIL RA MA SHE TTY	000 375 72	A D O PS 66 16 B	NED		29- Nov - 199 3	27- Jun- 200 7			30 - Ju n- 19 64	NA		1	0	1	0		
M r.	NA VE EN RA MA SHE TTY	000 587 79	A D O PS 66 17 A	NED		24- Nov - 199 5	10- Sep- 201 2			12 - Se p- 19 68	NA		1	0	0	0		
M r.	SHI VA BA SA YY A SID RA MA YY A HIR EM AT H	022 728 97	A A Q P H 44 44 P	ID		27- Sep- 201 4	31- Jul- 201 9		6 9	04 - Ju l- 19 37	Yes	28- Mar - 201 9	1	1	1	0	NRC	
M r.	SA NK APP A KE RE MA NE	008 943 66	A K E PS 65 31 N	ID		27- Sep- 201 4	31- Jul- 201 9		6 9	25 - Oc t- 19 42	Yes	28- Mar - 201 9	1	1	2	2	AC,SC, NRC	

	SHE TT Y																
Mr.	AN NA PPA YY A	035 585 22	A C N P A 39 66 A	ID		27- Sep- 201 4	31- Jul- 201 9		6 9	26 - Fe b- 19 46	NA		1	1	1	2	AC,SC, NRC
Ms.	SA RV ANI AL VA	068 964 03	B Q X PS 56 55 P	ID		31- Jul- 201 4	31- Jul- 201 9		7 1	08 - Ju n- 19 40	Yes	28- Mar - 201 9	1	1	1	0	
Mr.	KA RA N SAT ISH SHE TTY	081 682 00	D N Q PS 54 56 E	ED		10- Aug - 201 8	10- Aug - 201 8			12 - M ay - 19 93	NA		1	0	0	0	
Mr.	SAT HY A MU RT HY PA DA KI	082 765 37	A D Z PP 63 66 L	ID		12- Nov - 201 8	12- Nov - 201 8		1 9	25 - M ar- 19 36	Yes	28- Mar - 201 9	1	1	0	0	

Company Remarks	As already informed that Mr. Satish Rama Shetty has been reappointed as the Managing Director w.e.f. 26.06.2020 for the period of 5 years and he has also been designated as the Vice Chairman.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

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

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ANNAPPAYYA	ID	Chairperson	27-Sep-2014	
2	RAMA NAGAPPA SHETTY	C,NED	Member	30-Jul-2008	
3	SANKAPPA KEREMANE SHETTY	ID	Member	23-Sep-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
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Whether Permanent chairperson appointed	
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d. 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 SIDRAMAYYA HIREMATH	ID	Member	23-Sep-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
12-Feb-2020	26-Jun-2020	Yes	10	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	134

iv. Meeting of Committees

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	12-Feb-2020		Yes	3	2
Audit Committee		26-Jun-2020	Yes	3	2
Nomination & Remuneration Committee		26-Jun-2020	Yes	3	3
Stakeholders Relationship Committee		26-Jun-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	134

v. Related Party Transactions

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	DETAILS OF RELATED PARTIES TRANSACTIONS DURING THE PERIODn01.04.2020 to 30.06.2020 NII	

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- 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**
- 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**
 - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Ashok Kumar
Designation : Company Secretary & Compliance Officer