

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-2018**

| I. Composition of Board of Directors | | | | | | | | | | |
|---|----------------------|----------|---------------|--|---------------------|-------------------|--------|--|---|--|
| Title (Mr./Ms) | Name of the Director | DI N | P A N | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) | 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 |
| Mr. | Rama Naga ppa Shetty | 00038810 | AJD PS3 496 C | C | 29-Jun-1983 | | | 1 | 4 | 0 |
| Mr. | Satish Rama Shetty | 00037526 | AIZ PS4 010 P | ED | 27-Jun-2017 | | | 1 | 0 | 0 |
| Mr. | Sunil Rama Shetty | 00037572 | AD OPS 661 6B | NED | 27-Jun-2007 | | | 1 | 1 | 0 |
| Mr. | Naveen Rama Shetty | 00058779 | AD OPS 661 7A | NED | 10-Sep-2012 | | | 1 | 0 | 0 |
| Mr. | Shivabasa yya Sidd | 02272897 | AA QP H44 44P | NED, ID | 27-Sep-2014 | | 42 | 1 | 1 | 1 |

| | | | | | | | | | | |
|------|--|----------------------|------------------------|--------|-----------------|--|----|---|---|---|
| | aram ayya Hire math | | | | | | | | | |
| Mr. | Anna ppay ya Kund apur | 03 55 85 22 | AC NP A39 66A | NED,ID | 27-Sep- 2014 | | 42 | 1 | 1 | 2 |
| Mr. | Sank appa Kere man e Shett y | 00 89 43 66 | AKE PS6 531 N | NED,ID | 27-Sep- 2014 | | 42 | 1 | 2 | 2 |
| Mrs. | Sarv ani Alva | 06 89 64 03 | BQ XPS 565 5P | NED,ID | 31-Jul- 2014 | | 44 | 1 | 1 | 0 |

II. Composition of Committees

Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership |
|---------|--------------------------|----------|------------------------|
| 1 | Rama Nagappa Shetty | C | Member |
| 2 | Annappayya Kundapur | NED,ID | Member |
| 3 | Sankappa Keremane Shetty | NED,ID | Chairperson |

Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership |
|---------|--------------------------|----------|------------------------|
| 1 | Rama Nagappa Shetty | C | Member |
| 2 | Annappayya Kundapur | NED,ID | Chairperson |
| 3 | Sankappa Keremane Shetty | NED,ID | Member |

Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership |
|---------|----------------------|----------|------------------------|
|---------|----------------------|----------|------------------------|

Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership |
|---------|------------------------------------|----------|------------------------|
| 1 | Sankappa Keremane Shetty | NED,ID | Member |
| 2 | Shivabasayya Siddaramayya Hiremath | NED,ID | Member |
| 3 | Annappayya Kundapur | NED,ID | Chairperson |

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 | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 31-Oct-2017 | 12-Feb-2018 | 103 |

| IV. Meeting of Committees | | | | |
|----------------------------------|--|--|--|--|
| <i>Name of the committee</i> | <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| Audit Committee | 12-Feb-2018 | YES | 31-Oct-2017 | 103 |

| V. Related Party Transactions | |
|--|--------------------------------------|
| Subject | Compliance status (Yes/No/NA) |
| 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 |

VI. Affirmations

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

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| NA |
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Name : **LAKSHMISHA BABU S**
Designation : **Company Secretary**

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 (Yes/No/NA) | |
| Details of business | Yes | |
| Terms and conditions of appointment of independent directors | Yes | |
| Composition of various committees of board of directors | Yes | |
| Code of conduct of board of directors and senior management personnel | Yes | |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | |
| Criteria of making payments to non-executive directors | Yes | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining 'material' subsidiaries | Not Applicable | |
| Details of familiarization programmes imparted to independent directors | Yes | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| email address for grievance redressal and other relevant details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreements entered into with the media companies and/or their associates | 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) |
| <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) & (8) | Yes |

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

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. - **Not Applicable**

Name : **Lakshmisha Babu S**
Designation : **Company Secretary**

CIN No. : L26914KA1983PLC005401

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

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RNS INFRASTRUCTURE LTD., FROM 01.01.2018 TO 31.03.2018

| DATE OF TRANSACTION | NAME OF THE PARTY | NATURE OF TRANSACTION | SALE VALUE(Rs.) |
|---------------------|-------------------------|-----------------------|-----------------|
| 31.03.2018 | RNS INFRASTRUCTURES LTD | SALE OF TILES | 106,000.00 |
| 31.03.2018 | RNS INFRASTRUCTURE LTD | EARTH WORK RECEIPTS | 202,194,108.00 |

For Murudeshwar Ceramics Ltd.,
(SATISH R. SHETTY)
Managing Director.

An ISO 9001-2008 Certified Company