

CIN No.: L26914KA1983PLC005401

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

Phone: 080 - 42897000 25584181 Fax: 080 - 25584017 e-mail: mclblore@naveentile.com





MCL: SEC: 2019

MARCH 30, 2019

To,

**Bombay Stock Exchange Limited** 

Floor 25, P J Towers, Dalal Street,

MUMBAI 400 001.

STOCK CODE: 515037

To,

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,

Bandra (East), MUMBAI 400 051.

STOCK CODE: MURUDCERA.EQ

Sub: Declaration of Result of the Postal Ballot as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/ Madam,

In continuation to our Letter MCL: SEC: 2019 dated 26th February, 2019 the Company had issued Postal Ballot Notice dated 26th February, 2019 pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking the approval of the Members of the Company, by way of Special Resolutions in respect of the following special business items as set out in the Postal Ballot Notice:

| Item No. | Brief Particulars of the Resolutions  |
|----------|---|
| 1        | Continuation of directorship of Dr. Rama Nagappa Shetty (DIN: 00038810)                       |
| 2        | Continuation of directorship of Dr. Shivabasayya Siddaramayya Hiremath (DIN: 02272897)        |
| 3        | Continuation of directorship of Shri Sankappa Keremane Shetty (DIN: 00894366)                 |
| 4        | Continuation of directorship of Smt. Sarvani Alva (DIN: 06896403)                             |
| 5        | Regularization and Continuation of directorship of Shri Sathya Murthy Padaki (DIN: 08276537). |
| 6        | To authorize Board of Directors to enter into Related Party Transactions,                     |

We wish to inform you that Mrs. Swati Ramachandra Hegde, Practicing Company Secretary (Membership No. ACS: 38013 and COP No. 19286), who was appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on Friday, 25th February, 2019, for the aforesaid Postal Ballot process, has submitted her Report dated 30<sup>th</sup> March, 2019.

As per the aforesaid Scrutinizer's Report, the Members of the Company have duly approved the Resolutions as embodied in the Postal Ballot Notice dated 26th February, 2019 with requisite majority. The aforesaid Resolutions are deemed to have been passed on the last date of e-voting and receipt of Postal Ballot forms i.e. on Thursday, 28th March, 2019.

Regd. Office: Murudeshwara Bhavan, Gokul Road, Hubli - 580 030, 200836-2331615 - 18 (F): 2206741 Fax No.: 0836 - 4251583 E-mail: mclho@naveentile.com www.naveentiles.co.in

An ISO 9001-2008 Certified Cor

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, the details of voting results in the prescribed format is enclosed herewith for your information and records. The same is also uploaded on the Company's website at <a href="http://naveentiles.co.in">http://naveentiles.co.in</a>

A duly certified copy of the Report of the Scrutinizer in this regard is also enclosed herewith.

Kindly acknowledge the receipt of the same and take on your records.

Thanking you,

Yours faithfully

For MURUDESHWAR CERAMICS LIMITED

ASHOK KUMAR

**CS & COMPLIANCE OFFICER** 

Enclosed: As Above







CIN No.: L26914KA1983PLC005401

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

Phone: 080 - 42897000 25584181 Fax: 080 - 25584017 e-mail: mclblore@naveentile.com

# NOTICE TO THE MEMBERS DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), consent of the Members of the Company was sought by way of Special Resolution as set out in the Postal Ballot Notice dated 26th February, 2019 by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Resolutions together with the explanatory statement annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Forms, either through physical submission of Postal Ballot Forms by the Members of the Company in pre-paid self-addressed envelope or through e-voting was Thursday, 28<sup>th</sup> March, 2019. Mrs. Swati Ramachandra Hegde, Practicing Company Secretary (Membership No. ACS: 38013 and COP No. 19286), Practicing Company Secretaries, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer has submitted her Report dated 30<sup>th</sup> March, 2019 and on basis of the Report of the Scrutinizer on the voting done through Postal Ballot Forms as well as through e-voting by the Members, it is hereby declared that the Resolutions as set out in the Postal Ballot Notice dated 26<sup>th</sup> February, 2019 has been duly passed by the Members of the Company with the requisite majority.

The details of the voting activities and results thereon of the resolutions passed through Postal Ballot process (including e- voting) is reproduced hereunder:

| 1 | Cutoff date   | 22 <sup>nd</sup> February, 2019                                 |
|---|---|---|
| 2 | Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Result of Postal Ballot  | 26 <sup>th</sup> February, 2019<br>30 <sup>th</sup> March, 2019 |
| 3 | Last date of receipt of postal ballot forms e-voting  | 28th March 2019   |
| 4 | Total Number of Shareholders as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights. (Le. Cut-Off date for Benpos- Beneficiary Position). | 17114 Equity Shareholders                                       |

The report of the Scrutinizer is enclosed herewith.

Thanking you

For MURUDESHWAR CERAMICS LIMITED

ASPIOK KUMAR
CS & COMPLIANCE OFFICER

An ISO 9001-2008 Certified Company

Regd. Office: Murudeshwara Bhavan, Gokul Road, Hubli - 580 030, 20836-2331615 - 18 (F): 2206741 Fax No.: 0836 - 4251583 E-mail: mclho@naveentile.com www.naveentiles.co.in

|                                    | Re                              | Resolution (1)                            | 1)                        |  |                                |                              |  |                                    |
|------------------------------------|---------------------------------|---|---------------------------|--|--------------------------------|------------------------------|--|------------------------------------|
|                                    | Resolution requ                 | Resolution required: (Ordinary / Special) | / Special)                |  |                                | Special                      |  |                                    |
| Whether promoter/promoter group ar | romoter group are interested in | e interested in the agenda/resolution?    | solution?                 |  |                                | Yes                          |  |                                    |
|                                    |                                 | Description of resolution considered      | nsidered                  | Continua   | tion of direc                  | ctorship c                   | Continuation of directorship of Dr. Rama Nagappa | Nagappa                            |
| Category                           | Mode of voting                  | No. of shares<br>held                     | No. of<br>votes<br>polled | % of<br>Votes<br>polled on<br>outstandi<br>ng shares | No. of<br>votes – in<br>favour | No. of<br>votes –<br>against | % of votes<br>in favour<br>on votes<br>polled    | % of Votes against on votes polled |
|                                    |                                 | (1)                                       | (2)                       | (3)=[(2)/(<br>1)]*100                                | (4)                            | (5)                          | (6)=[(4)/(<br>2)]*100                            | (7)=[(5)/(<br>2)]*100              |
|                                    | E-Voting                        |   | 27577180                  | 86.7390  | 27577180                       | 0                            | 100:000  | 0.0000                             |
|                                    | Poll                            | 31793286                                  | 0                         | 0.0000   | 0                              | 0                            | 0  | 0                                  |
| Promoter and Promoter Group        | Postal Ballot (if applicable)   |   | 3605306                   | 11.3398  | 3605306                        | 0                            | 100.0000   | 0.0000                             |
|                                    | Total                           | 31793286                                  | 31182486                  | 98.0788  | 31182486                       | 0                            | 100.0000   | 0.0000                             |
|                                    | E-Voting                        |   |                           |  |                                |                              |  |                                    |
|                                    | Poll                            |   |                           |  |                                |                              |  |                                    |
| Public- institutions               | Postal Ballot (if applicable)   |   |                           |  |                                |                              |  |                                    |
|                                    | Total                           |   |                           |  |                                |                              |  |                                    |
|                                    | E-Voting                        |   | 533532                    | 3.3809   | 511323                         | 22209                        | 95.8374  | 4.1626                             |
|                                    | Poll                            | 15780636                                  | 0                         | 0.0000   | 0                              | 0                            | 0  | 0                                  |
| Public- Non Institutions           | Postal Ballot (if applicable)   |   | 97367                     | 0.6170   | 89831                          | 7536                         | 92.2602  | 7.7398                             |
|                                    | Total                           | 15780636                                  | 63089                     | 3.9979   | 601154                         | 29745                        | 95.2853  | 4.7147                             |
| Total                              | Total                           | 47573922                                  | 31813385                  |  | 66.8715 31783640               | 29745                        | 99.9065  | 0.0935                             |
|                                    |                                 |   | Wheth                     | Whether resolution is Pass or Not.                   | on is Pass or                  | · Not.                       | λ  | Yes                                |
|                                    |                                 |   |                           | Disclosure of notes on resolution                    | notes on re                    | esolution                    | ¥  | Add Notes                          |
|                                    |                                 |   |                           |  |                                |                              |  |                                    |

| ategory                     | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | 0            |
| Public Insitutions          |              |
| Public - Non Insitutions    | 1815         |



|                                   | Re  | Resolution (2)                       | 2)                        |  |  |                              |   |                                    |
|-----------------------------------|---|--------------------------------------|---------------------------|--|--|------------------------------|---|------------------------------------|
|                                   | Resolution required: (Ordinary / Special)               | red: (Ordinary /                     | / Special)                |  |  | Special                      |   |                                    |
| Whether promoter/promoter group a | promoter group are interested in the agenda/resolution? | the agenda/res                       | solution?                 |  |  | No                           |   |                                    |
|                                   |   | Description of resolution considered | nsidered                  | Continua   | Continuation of directorship of Dr. Shivabasayya | ctorship                     | of Dr. Shiva                                  | баѕаууа                            |
| Category                          | Mode of voting  | No. of shares<br>held                | No. of<br>votes<br>polled | % of<br>Votes<br>polled on<br>outstandi<br>ng shares | No. of<br>votes – in<br>favour                   | No. of<br>votes –<br>against | % of votes<br>in favour<br>on votes<br>polled | % of Votes against on votes polled |
|                                   |   | (1)                                  | (2)                       | (3)=[(2)/(<br>1)]*100                                | (4)  | (5)                          | (6)=[(4)/(<br>2)]*100                         | (7)=[(5)/(<br>2)]*100              |
|                                   | E-Voting  |                                      | 27577180                  | 86.7390  | 27577180   | 0                            | 100.0000                                      | 0.0000                             |
|                                   | Poll  | 31793286                             | 0                         | 0.0000   | 0  | 0                            | 0   | 0                                  |
| Promoter and Promoter Group       | Postal Ballot (if applicable)                           |                                      | 3605306                   | 11.3398  | 3605306  | 0                            | 100.0000                                      | 0.0000                             |
|                                   | Total   | 31793286                             | 31182486                  | 98.0788  | 31182486   | 0                            | 100.0000                                      | 0.0000                             |
|                                   | E-Voting  |                                      |                           |  |  |                              |   |                                    |
| Dublic lactitutions               | Poll  |                                      |                           |  |  |                              |   |                                    |
|                                   | Postal Ballot (if applicable)                           |                                      |                           |  |  |                              |   |                                    |
|                                   | Total   |                                      |                           |  |  |                              |   |                                    |
|                                   | E-Voting  |                                      | 533532                    | 3.3809   | 511219   | 22313                        | 95.8179                                       | 4.1821                             |
|                                   | Poll  | 15780636                             | 0                         | 0.0000   | 0  | 0                            | 0   | 0                                  |
| Public- Non Institutions          | Postal Ballot (if applicable)                           |                                      | 96702                     | 0.6128   | 88851  | 7851                         | 91.8812                                       | 8.1188                             |
|                                   | Total   | 15780636                             | 630234                    | 3.9937   | 020009   | 30164                        | 95.2138                                       | 4.7862                             |
| Total                             | Total   | 47573922                             | 31812720                  | 66.8701  | 31782556   | 30164                        | 99.9052                                       | 0.0948                             |
|                                   |   |                                      | Wheth                     | er resolutio   | Whether resolution is Pass or Not.               | . Not.                       | Ye.   | Yes                                |
|                                   |   |                                      | О                         | isclosure of   | Disclosure of notes on resolution                | solution                     |   |                                    |

| Details of Invalid Votes    | otes         |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          |              |
| Public - Non Insitutions    | 2480         |



|  |                               | Res         | Resolution (3)                            | (8                        |  |                                |                              |   |  |
|--|-------------------------------|-------------|---|---------------------------|--|--------------------------------|------------------------------|---|--|
|  | Resolution                    | on required | Resolution required: (Ordinary / Special) | Special)                  |  |                                | Special                      |   |  |
| Whether promoter/promoter group as         |                               | ested in th | e interested in the agenda/resolution?    | solution?                 |  |                                | No                           |   |  |
|  |                               | ription of  | Description of resolution considered      | nsidered                  | Continu  | aation of dii                  | rectorship                   | Continuation of directorship of Shri Sankappa | kappa  |
| Category                                   | Mode of voting                |             | No. of shares<br>held                     | No. of<br>votes<br>polled | % of<br>Votes<br>polled on<br>outstandi<br>ng shares | No. of<br>votes – in<br>favour | No. of<br>votes –<br>against | % of votes<br>in favour<br>on votes<br>polled | % of<br>Votes<br>against on<br>votes<br>polled |
|  |                               |             | (1)                                       | (2)                       | (3)=[(2)/(<br>1)]*100                                | (4)                            | (5)                          | (6)=[(4)/(<br>2)]*100                         | (7)=[(5)/(<br>2)]*100                          |
|  | E-Voting                      |             |   | 27577180                  | 86.7390  | 86.7390 27577180               | 0                            | 100.0000                                      | 0.0000   |
|  | Poll                          |             | 31793286                                  | 0                         | 0.0000   | 0                              | 0                            | 0   | 0  |
| Promoter and Promoter Group                | Postal Ballot (if applicable) | able)       |   | 3605306                   | 11.3398  | 3605306                        | 0                            | 100.0000                                      | 0.0000   |
|  | Total                         |             | 31793286                                  | 31182486                  | 98.0788  | 31182486                       | 0                            | 100.0000                                      | 0.0000   |
|  | E-Voting                      |             |   |                           |  |                                |                              |   |  |
| 0.41-41-41-41-41-41-41-41-41-41-41-41-41-4 | Poll                          |             |   |                           |  |                                |                              |   |  |
|  | Postal Ballot (if applicable) | able)       |   |                           |  |                                |                              |   |  |
|  | Total                         |             |   |                           |  |                                |                              |   |  |
|  | E-Voting                      |             |   | 533007                    | 3.3776   | 510698                         | 22309                        | 95.8145                                       | 4.1855   |
|  | Poll                          |             | 15780636                                  | 0                         | 0.0000   | 0                              | 0                            | 0   | 0  |
| Public- Non Institutions                   | Postal Ballot (if applicable) | able)       |   | 96702                     | 0.6128   | 99688                          | 7736                         | 92.0002                                       | 7.9998   |
|  | Total                         |             | 15780636                                  | 629709                    | 3.9904   | 599664                         | 30045                        | 95.2287                                       | 4.7713   |
| Total                                      | Total                         |             | 47573922                                  | 31812195                  |  | 66.8690 31782150               | 30045                        | 99.9056                                       | 0.0944   |
|  |                               |             |   | Wheth                     | Whether resolution is Pass or Not.                   | n is Pass or                   | · Not.                       | ¥.  | Yes  |
|  |                               |             |   | Q                         | Disclosure of notes on resolution                    | notes on re                    | esolution                    |   |  |

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          |              |
| Public - Non Insitutions    | 2480         |



|                                   | R   | Resolution (4)                           | (t                        |                                |                                    |                              |   |                                    |
|-----------------------------------|---|--|---------------------------|--------------------------------|------------------------------------|------------------------------|---|------------------------------------|
|                                   | Resolution required: (Ordinary / Special) | red: (Ordinary /                         | / Special)                |                                |                                    | Special                      |   |                                    |
| Whether promoter/promoter group a | promoter group are interested ir          | ire interested in the agenda/resolution? | solution?                 |                                |                                    | No                           |   |                                    |
|                                   |   | Description of resolution considered     | nsidered                  | Continua                       | tion of dire                       | ctorship                     | Continuation of directorship of Smt. Sarvani Alva | ani Alva                           |
| Category                          | Mode of voting                            | No. of shares<br>held                    | No. of<br>votes<br>polled | % of Votes polled on outstandi | No. of<br>votes – in<br>favour     | No. of<br>votes –<br>against | % of votes<br>in favour<br>on votes<br>polled     | % of Votes against on votes polled |
|                                   |   | (1)                                      | (2)                       | (3)=[(2)/(<br>1)]*100          | (4)                                | (2)                          | (6)=[(4)/(<br>2)]*100                             | (7)=[(5)/(<br>2)]*100              |
|                                   | E-Voting                                  |  | 27577180                  | 86.7390                        | 27577180                           | 0                            | 100.0000  | 0.0000                             |
|                                   | Poll                                      | 31793286                                 | 0                         | 0.0000                         | 0                                  | 0                            | 0   | 0                                  |
| Promoter and Promoter Group       | Postal Ballot (if applicable)             |  | 3605306                   | 11.3398                        | 3605306                            | 0                            | 100.0000  | 0.0000                             |
|                                   | Total                                     | 31793286                                 | 31182486                  | 98.0788                        | 31182486                           | 0                            | 100.0000  | 0.0000                             |
|                                   | E-Voting                                  |  |                           |                                |                                    |                              |   |                                    |
| Dublic lactifutions               | Poll                                      |  |                           |                                |                                    |                              |   |                                    |
|                                   | Postal Ballot (if applicable)             |  |                           |                                |                                    |                              | <b>a</b>  |                                    |
|                                   | Total                                     |  |                           |                                |                                    |                              |   |                                    |
|                                   | E-Voting                                  |  | 533532                    | 3.3809                         | 510619                             | 22913                        | 95.7054   | 4.2946                             |
| D. (1.17)                         | Poll                                      | 15780636                                 | 0                         | 0.0000                         | 0                                  | 0                            | 0   | 0                                  |
| Public- Non Institutions          | Postal Ballot (if applicable)             |  | 96702                     | 0.6128                         | 88966                              | 7736                         | 92.0002   | 7.9998                             |
|                                   | Total                                     | 15780636                                 | 630234                    | 3.9937                         | 599585                             | 30649                        | 95.1369   | 4.8631                             |
| Total                             | Total                                     | 47573922                                 | 31812720                  | 66.8701                        | 31782071                           | 30649                        | 99.9037   | 0.0963                             |
|                                   |   |  | Wheth                     | er resolutio                   | Whether resolution is Pass or Not. | Not.                         | γe  | Yes                                |
|                                   |   |  | D                         | isclosure of                   | Disclosure of notes on resolution  | solution                     | Add   | Add Notes                          |
| 3                                 |   |  |                           |                                |                                    |                              |   |                                    |

| Details of Invalid Votes    | Votes        |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          |              |
| Public - Non Insitutions    | 2480         |



| AND SELL | SOW | No. N. Mills |
|----------|-----|--------------|
|          |     | 12           |

|   | Re  | Resolution (5)                         | 2)                        |  |                                    |                              |  |                                    |
|---|---|--|---------------------------|--|------------------------------------|------------------------------|--|------------------------------------|
|   | Resolution required: (Ordinary / Special) | red: (Ordinary                         | / Special)                |  |                                    | Special                      |  |                                    |
| Whether promoter/promoter group a         |   | e interested in the agenda/resolution? | solution?                 |  |                                    | No                           |  |                                    |
|   | Description                               | Description of resolution considered   | nsidered                  | Regulariz  | ation and Co                       | ontinuati                    | Regularization and Continuation of directorship of | orship of                          |
| Category                                  | Mode of vating                            | No. of shares<br>held                  | No. of<br>votes<br>polled | % of<br>Votes<br>polled on<br>outstandi<br>ng shares | No. of<br>votes – in<br>favour     | No. of<br>votes –<br>against | % of votes<br>in favour<br>on votes<br>polled      | % of Votes against on votes polled |
|   |   | (1)                                    | (2)                       | (3)=[(2)/(<br>1)]*100                                | (4)                                | (2)                          | (6)=[(4)/(<br>2)]*100                              | (7)=[(5)/(<br>2)]*100              |
|   | E-Voting                                  |  | 27577180                  | 86.7390  | 86.7390 27577180                   | 0                            | 100.0000   | 0.0000                             |
|   | Poll                                      | 31793286                               | 0                         | 0.0000   | 0                                  | 0                            | 0  | 0                                  |
| Promoter and Promoter Group               | Postal Ballot (if applicable)             |  | 3605306                   | 11.3398  | 3605306                            | 0                            | 100.0000   | 0.0000                             |
|   | Total                                     | 31793286                               | 31182486                  | 98.0788  | 31182486                           | 0                            | 100.0000   | 0.0000                             |
|   | E-Voting                                  |  |                           |  |                                    |                              |  |                                    |
| 0.14.14.14.14.14.14.14.14.14.14.14.14.14. | Poll                                      |  |                           |  |                                    |                              |  |                                    |
|   | Postal Ballot (if applicable)             |  |                           |  |                                    |                              |  |                                    |
|   | Total                                     |  |                           |  |                                    |                              |  |                                    |
|   | E-Voting                                  |  | 533532                    | 3.3809   | 511219                             | 22313                        | 95.8179  | 4.1821                             |
|   | Poll                                      | 15780636                               | 0                         | 00000  | 0                                  | 0                            | 0  | 0                                  |
| Public- Non Institutions                  | Postal Ballot (if applicable)             |  | 96702                     | 0.6128   | 88951                              | 7751                         | 91.9847  | 8.0153                             |
|   | Total                                     | 15780636                               | 630234                    | 3.9937   | 600170                             | 30064                        | 95.2297  | 4.7703                             |
| Total                                     | Total                                     | 47573922                               | 31812720                  | 1028.99  | 66.8701 31782656                   | 30064                        | 99.9055  | 0.0945                             |
|   |   |  | Wheth                     | er resolutio   | Whether resolution is Pass or Not. | Not.                         | Э  | Yes                                |
|   |   |  |                           | isclosure of   | Disclosure of notes on resolution  | solution                     |  |                                    |

| Details of Invalid Votes    | /otes        |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    | 2480         |



| Whether promoter/promoter group are interested in the agenda/resolution  | THE STREET, BY              | R                                | Resolution (6)        | (9                        | The second   |                                |           |   |  |
|--|-----------------------------|----------------------------------|-----------------------|---------------------------|--|--------------------------------|-----------|---|--|
| Promoter group are interested in the agenda/resolution   |                             | Resolution requ                  | ired: (Ordinary       | / Special)                |  |                                | Special   |   |  |
| Mode of voting   | Whether promoter/           | promoter group are interested in | ı the agenda/re       | solution?                 |  |                                | Yes       |   |  |
| Mode of voting   |                             | Description                      | of resolution co      | onsidered                 | To author  | ize Board of                   | Directors | to enter in                                   | to Related                                     |
| Fr Group Foli F-Voting Foli Fostal Ballot (if applicable) Postal Ballot (if applicable) Fostal Ballot (if applicable) Fostal Ballot (if applicable) Fostal Ballot (if applicable) Fostal Ballot (if applicable) Fortal F-Voting Foli F-Voting Foli F-Voting F-Voting Foli F-Voting Fortal F-Voting Fortal F-Voting F- | Category                    | Mode of voting                   | No. of shares<br>held | No. of<br>votes<br>polled | % of<br>Votes<br>polled on<br>outstandi<br>ng shares | No. of<br>votes – in<br>favour |           | % of vates<br>in favour<br>on votes<br>polled | % of<br>Votes<br>against on<br>votes<br>polled |
| F-Voting   Politicable   31793286   15090282   41.9471   13336374   0 10.0000   0   0   0   0   0   0   0   0  |                             |                                  | (1)                   | (2)                       | (3)=[(2)/(1<br>)]*100                                | (4)                            | (5)       | (6)=[(4)/(2                                   | (7)=[(5)/(2                                    |
| Poll Poll Postal Ballot (if applicable)         31793286 Postal Ballot (if applicable)         31793287 Postal Ballot (if applicable)         3179328 Postal Ballot (if applicable)         317932 Postal Ballot (if applicable) </td <td></td> <td>E-Voting</td> <td></td> <td>13336374</td> <td>41.9471</td> <td>13336374</td> <td>0</td> <td>100.0000</td> <td>0.0000</td>  |                             | E-Voting                         |                       | 13336374                  | 41.9471  | 13336374                       | 0         | 100.0000                                      | 0.0000   |
| Postal Ballot (if applicable)   1753908   5.5166   1753908   0   100.0000     Total  | Promoter and Promoter Group | Poll                             | 31793286              | 0                         | 0.0000   | 0                              | 0         | 0   | 0  |
| Total  |                             | Postal Ballot (if applicable)    |                       | 1753908                   | 5.5166   | 1753908                        | 0         | 100,0000                                      | 0.0000   |
| E-Voting         Poll  |                             | Total                            | 31793286              |                           | 47.4637  | 15090282                       | 0         | 100.000                                       | 0000   |
| Poll Postal Ballot (if applicable)         2623672         16.6259         2617768         5904         99.7750           F-Voting Poll Postal Ballot (if applicable)         15780636         95152         0.6030         92772         2380         97.4987           Total Total Total Total Postal Ballot (if applicable)         15780636         271824         17.2289         2710540         8284         99.6953           Whether resolution is Pass or Not. Postal Ballot (if applicable)         15780636         271824         17.2289         2710540         8284         99.6953  |                             | E-Voting                         |                       |                           |  |                                |           |   | 2000   |
| Postal Ballot (if applicable)         2623672         16.6259         2617768         5904         99.7750           F-Voting         F-Voting         15780636         95152         0.6030         92772         2380         97.4987           Postal Ballot (if applicable)         15780636         2718824         17.2289         2710540         8284         99.6953         0.6030           Total         15780636         2718824         17.2289         2710540         8284         99.6953         0.6030           Whether resolution is Pass or Not.         Yes   | Public- Institutions        | Poll                             |                       |                           |  |                                |           |   |  |
| F-Voting         2623672         16.6259         2617768         5904         59.7750           Poll         15780636         95152         0.6030         92772         2380         97.4987           Postal Ballot (if applicable)         15780636         2718824         17.2289         2710540         8284         93.6953           Total         47573922         17809106         37.4346         17800822         8284         99.9535         99.9535           Whether resolution is Pass or Not.         Yes   |                             |                                  |                       |                           |  |                                |           |   |  |
| E-Voting         2623672         16.6259         2617768         5904         93.7750           Postal Ballot (if applicable)         15780636         95152         0.6030         92772         2380         97.4987           Total         15780636         271824         17.2289         2710540         8284         99.6953           Whether resolution is Pass or Not.   |                             | Total                            |                       |                           |  |                                |           |   |  |
| Poll         15780636         95152         0.6030         92772         2380         97.4987           Total         Total         47573922         17809106         37.4346         17800822         8284         99.6953         99.9535           Whether resolution is Pass or Not.         Yes   |                             | E-Voting                         |                       | 2623672                   | 16.6259  | 2617768                        | 5904      | 03 7750                                       | 0.2250   |
| Postal Ballot (if applicable)         95152         0.6030         92772         2380         97.4987           Total         15780636         2718824         17.2289         2710540         8284         99.6533           Whether resolution         15780636         17809106         37.4346         17800822         8284         99.9535   | Public- Non Institutions    | Poll                             | 15780636              |                           |  |                                |           | 20011100                                      | 0.2250   |
| Total         15780636         2718824         17.2289         2710540         8284         99.6953           Total         47573922         17809106         37.4346         17800822         8284         99.9535           Whether resolution is Pass or Not.   |                             |                                  |                       | 95152                     | 0.6030   | 92772                          | 2380      | 97.4987                                       | 2 5013   |
| Total   47573922   17809106   37.4346   17800822   8284   99.9535   Whether resolution is Pass or Not.   Yes Disclosure of notes on resolution   Total Nass  |                             | Total                            | 15780636              | 2718824                   | 17.2289  | 2710540                        | 8284      | 99.6923                                       | 0.3047   |
| Whether resolution is Pass or Not. Yes Disclosure of notes on resolution   |                             | Total                            | 47573922              | 17809106                  | 37.4346  | 17800822                       | 8284      | 99.9535                                       | 0.0465   |
| Disclosure of notes on resolution  |                             |                                  |                       | Whethe                    | r resolution   | is Pass or                     | Not.      | , è   |  |
|  |                             |                                  |                       | ۵                         | sclosure of  | notes on re                    | solution  | N PAPA N                                      | otor   |

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| Category                    | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | 16092204     |
| Public Insitutions          |              |
| Public - Non Insitutions    | 1030         |





Swati R. Hegde

Practicing Company Secretary Mob: 9049630072 swatihegde.cs@gmail.com

## Report of the Scrutinizer

(Form No. MGT-13)

[Pursuant to Section 110 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
MURUDESHWAR CERAMICS LIMITED
(CIN: L26914KA1983PLC005401)
7th Floor, NAVEEN COMPLEX 14,
M G ROAD BANGALORE- 560001
KARNATAKA

Reg. office: 604/B, GOKUL ROAD, INDUSTRIALESTATE, HUBL! KA 580030

Sub: Combined Report of the voting conducted through Postal Ballot & electronic voting (remote e-voting) of MURUDESHWAR CERAMICS LIMITED:

I, Swati Ramachandra Hegde, Practising Company Secretary, Bengaluru, had been appointed by the Board of Directors of MURUDESHWAR CERAMICS LIMITED ("herein after referred to as "the Company") as the Scrutinizer for the purpose of the POSTAL BALLOT (which includes remote e-voting) to be conducted by the company under section 110 of the Companies Act, 2013 & relevant rules framed thereunder.

The said POSTAL BALLOT process was to be conducted for passing of the Six Shareholder's Resolutions as contained in the Notice of the Postal Ballot dated 26<sup>th</sup> February, 2019, sent to the Shareholders under Section 110 of the Companies Act, 2013 & relevant rules framed thereunder.

Page 1

With respect to the Postal Ballot process (includes voting through physical Postal Ballots & remote e-voting), I am pleased to submit my report as under:

- Approval of the Shareholders was sought by the Company for the six resolutions as set out in the Notice of the Postal Ballot dated 26-02-2019 sent to the Shareholders pursuant to the Section 110 of the Companies Act 2013 and relevant rules framed thereunder.
- 2. The company had sent the Notice of the Postal Ballot to all its members whose names appeared in the List of the Depositories as on 22-02-2019, being considered as cut-off date for the purpose of reckoning the equity shareholder's with voting rights for the said Postal Ballot process.
- 3. The facility for voting on the resolutions were given to the Shareholders to vote on the resolutions through Postal Ballots and remote e-voting. The Member could avail only one facility of voting. And incase of a Shareholder voting through both the facilities, only one facility voting would be considered for reckoning the result. The Company had extended the facility of remote e-voting to the shareholders by availing the e-voting platform of National securities Depository Limited ("NSDL") e-voting facility.
- 4. The Postal Ballot voting (including remote e-voting) remained open for the period commencing from, Wednesday, 27<sup>th</sup> February, 2019, 09:00 A.M. to Thursday, 28<sup>th</sup> March, 2019, 05:00 P.M.
- 5. 28<sup>th</sup> March, 2019, being considered as the last date of voting, for the receipt of the duly completed Postal Ballot forms or the remote e-voting from the Shareholders, would be treated by the Company as the date of passing of the resolutions, if assented by the Requisite majority.
- The votes cast by the shareholders through both the facilities, the Postal ballot and the remote e-voting, are scrutinized separately by me and a combined report is presented. The details of e-voting were downloaded from the e-voting website of NSDL.
- 7. The Postal Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The shareholders that are not required to vote on certain respective resolutions including for the approval of the material Related Party Transactions and incase of duplicate voting & the Postal Ballot papers which are incomplete are treated as invalid to determine an appropriate voting result.





- 8. The result for the voting by the Shareholders of the Company through Postal Ballot papers and remote e-voting facility for the said Postal Ballot process are detailed separately and also a combined report for the same is enclosed hereunder as **Annexure A**.
- 9. The Management is responsible to ensure the required compliance including the Notice of the Postal Ballot, contains resolutions to be passed and other relevant procedural compliances under the Companies Act, 2013, rules framed thereunder & respective SEBI guidelines relating to the Postal Ballot process (including evoting). My responsibility as the Scrutinizer for the said Postal Ballot process is restricted to making of a fair and transparent 'Scrutinizers Report' (for voting through physical Postal Ballots & remote e-voting) under the Companies Act, 2013 & rules framed thereunder, by giving complete details of the votes cast in favour, against the resolutions & invalid votes for all the resolutions set out in the Notice of the Postal Ballot.
- 10. The results and the details of the voting (For, against & invalid votes for each resolution) through Postal Ballot and the remote e-voting by the equity shareholders of the Company along with its Postal ballot papers and other relevant papers, documents & records were handed over to the Company Secretary / Director of the Company authorized for the safe keeping of the same.

Thanking You

Yours faithfully.

103/2019

Swati Ramachandra Hegde Practising Company Secretary

Membership No: A38013

CP No. 19286

Date: 30-03-2019 Place: Bengaluru

Encl: 'Annexure A'



#### 'ANNEXURE A'

#### (to the Report of the Scrutinizer)

## Item No: 1 - Special resolution

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:

## (i) Voted in favour of the resolution

| Number of   | Number of   | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot | % of total  |
|-------------|-------------|---------------|---------------|--|-------------|
| members     | votes cast  | members       | votes cast    |  | number of   |
| voted in E- | (shares) -  | voted -       | (shares) -    |  | valid votes |
| voting      | E voting    | Postal ballot | Postal ballot |  | cast        |
| 115         | 2,80,88,503 | 89            | 36,95,137     | 3,17,83,640  | 99.91%      |

## (ii) Voted in against of the resolution

| Number of   | Number of  | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot | % of total  |
|-------------|------------|---------------|---------------|--|-------------|
| members     | votes cast | members       | votes cast    |  | number of   |
| voted in E- | (shares) - | voted -       | (shares) -    |  | valid votes |
| voting      | E voting   | Postal ballot | Postal ballot |  | cast        |
| 11          | 22,209     | 10            | 7,536         | 29,745   | 0.09%       |

| Number of   | Number of  | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot |
|-------------|------------|---------------|---------------|--|
| members     | votes cast | members       | votes cast    |  |
| voted in E- | (shares) - | voted -       | (shares) -    |  |
| voting      | E voting   | Postal ballot | Postal ballot |  |
|             |            | 8             | 1,815         | 1,815  |





#### Item No: 2 - Special resolution

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:

#### (i) Voted in favour of the resolution

| Number of   | Number of   | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot | % of total  |
|-------------|-------------|---------------|---------------|--|-------------|
| members     | votes cast  | members       | votes cast    |  | number of   |
| voted in E- | (shares) -  | voted -       | (shares) -    |  | valid votes |
| voting      | E voting    | Postal ballot | Postal ballot |  | cast        |
| 113         | 2,80,88,399 | 82            | 36,94,157     | 3,17,82,556  | 99.91%      |

## (ii) Voted in against of the resolution

| Number of   | Number of  | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot | % of total  |
|-------------|------------|---------------|---------------|--|-------------|
| members     | votes cast | members       | votes cast    |  | number of   |
| voted in E- | (shares) - | voted -       | (shares) -    |  | valid votes |
| voting      | E voting   | Postal ballot | Postal ballot |  | cast        |
| 13          | 22,313     | 13            | 7,851         | 30,164   | 0.09%       |

| Number of   | Number of  | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot |
|-------------|------------|---------------|---------------|--|
| members     | votes cast | members       | votes cast    |  |
| voted in E- | (shares) - | voted -       | (shares) -    |  |
| voting      | E voting   | Postal ballot | Postal ballot |  |
| 0           | 0          | 12            | 2,480         | 2,480  |





## Item No: 3 - Special resolution

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:

#### (i) Voted in favour of the resolution

| Number of   | Number of   | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot | % of total  |
|-------------|-------------|---------------|---------------|--|-------------|
| members     | votes cast  | members       | votes cast    |  | number of   |
| voted in E- | (shares) -  | voted -       | (shares) -    |  | valid votes |
| voting      | E voting    | Postal ballot | Postal ballot |  | cast        |
| 113         | 2,80,87,878 | 83            | 36,94,272     | 3,17,82,150  | 99.91%      |

#### (ii) Voted in against of the resolution

| Number of   | Number of  | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot | % of total  |
|-------------|------------|---------------|---------------|--|-------------|
| members     | votes cast | members       | votes cast    |  | number of   |
| voted in E- | (shares) - | voted -       | (shares) -    |  | valid votes |
| voting      | E voting   | Postal ballot | Postal ballot |  | cast        |
| 12          | 22,309     | 12            | 7,736         | 30,045   | 0.09%       |

| Number of   | Number of  | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot |
|-------------|------------|---------------|---------------|--|
| members     | votes cast | members       | votes cast    |  |
| voted in E- | (shares) - | voted -       | (shares) -    |  |
| voting      | E voting   | Postal ballot | Postal ballot |  |
|             |            | 12            | 2,480         | 2,480  |







## Item No: 4 - Special resolution

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:

#### (i) Voted in favour of the resolution

| Number of   | Number of   | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot | % of total  |
|-------------|-------------|---------------|---------------|--|-------------|
| members     | votes cast  | members       | votes cast    |  | number of   |
| voted in E- | (shares) -  | voted -       | (shares) -    |  | valid votes |
| voting      | E voting    | Postal ballot | Postal ballot |  | cast        |
| 113         | 2,80,87,799 | 83            | 36,94,272     | 3,17,82,071  | 99.90%      |

## (ii) Voted in against of the resolution

| Number of   | Number of  | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot | % of total  |
|-------------|------------|---------------|---------------|--|-------------|
| members     | votes cast | members       | votes cast    |  | number of   |
| voted in E- | (shares) - | voted -       | (shares) -    |  | valid votes |
| voting      | E voting   | Postal ballot | Postal ballot |  | cast        |
| 13          | 22,913     | 12            | 7,736         | 30,649   | 0.10%       |

| Number of members voted in E-voting | Number of<br>votes cast<br>(shares) -<br>E voting | Number of<br>members<br>voted -<br>Postal ballot | Number of<br>votes cast<br>(shares) -<br>Postal ballot | Total Number of votes cast through E- voting & Postal ballot |
|-------------------------------------|---|--|--|--|
|                                     | ***   | 12   | 2,480  | 2,480  |





#### Item No: 5 - Special resolution

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:

#### (i) Voted in favour of the resolution

| Number of   | Number of   | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot | % of total  |
|-------------|-------------|---------------|---------------|--|-------------|
| members     | votes cast  | members       | votes cast    |  | number of   |
| voted in E- | (shares) -  | voted -       | (shares) -    |  | valid votes |
| voting      | E voting    | Postal ballot | Postal ballot |  | cast        |
| 113         | 2,80,88,399 | 83            | 36,94,257     | 3,17,82,656  | 99.91%      |

## (ii) Voted in against of the resolution

| Number of   | Number of  | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot | % of total  |
|-------------|------------|---------------|---------------|--|-------------|
| members     | votes cast | members       | votes cast    |  | number of   |
| voted in E- | (shares) - | voted -       | (shares) -    |  | valid votes |
| voting      | E voting   | Postal ballot | Postal ballot |  | cast        |
| 13          | 22,313     | 12            | 7,751         | 30,064   | 0.09%       |

| Number of   | Number of  | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot |
|-------------|------------|---------------|---------------|--|
| members     | votes cast | members       | votes cast    |  |
| voted in E- | (shares) - | voted -       | (shares) -    |  |
| voting      | E voting   | Postal ballot | Postal ballot |  |
| \           | (457)      | 12            | 2,480         | 2,480  |





Approval of Material Related Party Transactions with RNS Infrastructure Limited:

# (i) Voted in favour of the resolution

| Number of members voted in E-voting | Number of<br>votes cast<br>(shares) -<br>E voting | Number of<br>members<br>voted -<br>Postal ballot | Number of<br>votes cast<br>(shares) -<br>Postal ballot | Total Number of votes cast through E- voting & Postal ballot | % of total<br>number of<br>valid votes<br>cast |
|-------------------------------------|---|--|--|--|--|
| 113                                 | 17,23,136   | 81   | 18,46,680  | 35,69,816  | 99.77%   |

## (ii) Voted in against of the resolution

| Number of   | Number of  | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot | % of total  |
|-------------|------------|---------------|---------------|--|-------------|
| members     | votes cast | members       | votes cast    |  | number of   |
| voted in E- | (shares) - | voted -       | (shares) -    |  | valid votes |
| voting      | E voting   | Postal ballot | Postal ballot |  | cast        |
| 6           | 5,904      | 7             | 2,380         | 8,284  | 0.23%       |

| Number of   | Number of   | Number of     | Number of     | Total Number of votes cast through E- voting & Postal ballot |
|-------------|-------------|---------------|---------------|--|
| members     | votes cast  | members       | votes cast    |  |
| voted in E- | (shares) -  | voted -       | (shares) -    |  |
| voting      | E voting    | Postal ballot | Postal ballot |  |
| 5           | 1,42,40,806 | 19            | 18,55,428     | 1,60,96,234  |



