

**SECRETARIAL COMPLIANCE REPORT
OF
MURUDESHWAR CERAMICS LIMITED**

(As per Regulation 24A of the SEBI (LODR)- Amendment Regulations, 2018)

FOR THE YEAR ENDED 31ST MARCH, 2022

I, Swati Ramachandra Hegde, Practicing Company Secretary (COP:19286), Sole Proprietor of M/s. Swati Hegde & Associates, have examined:

- (a) All relevant documents and records made available to me and information and explanations provided by M/s. **MURUDESHWAR CERAMICS LIMITED** (CIN: L26914KA1983PLC005401) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

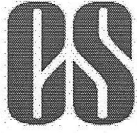
For the year ended **31st March, 2022** ("Review Period") in respect of the applicable compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;





- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *N.A. during the year under review*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *N.A. during the year under review*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *N.A. during the year under review*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006;
- (j) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2015 as amended till date- *N.A. during the year under review.*

And other circulars/guidelines issued thereunder, wherever applicable.

And Based on the above examination, I hereby report that, during the Review Period; as may be applicable during the financial year:

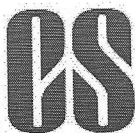
- (a) The listed entity, has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr.No	Compliance Requirement (Regulations/Circulars/guidelines including specific clauses)	Deviations	Observations/Remarks of the Practicing Company Secretary
-----Nil -----			

- (b) The listed entity has maintained proper records under the applicable provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

30/05/22





- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letters, debarments, etc	Observations/Remarks of the Practicing Company Secretary
-----Nil-----				

- (d) The listed entity had taken the following actions to comply with the observations made in previous reports:

Sr.No	Observation of the Practicing Company Secretary in the previous report	Observations made in the Secretarial Compliance Report for the year ended(The Years are to be mentioned)	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the action taken by the listed entity
Not applicable, as there was no observation in the previous report.				

For Swati Hegde & Associates
Company Secretaries



[Signature]
30/05/22

Swati Ramachandra Hegde
Proprietor
FCS No: 10795 & CP No: 19286

Date : 30/05/2022

Place: Bengaluru

UDIN: F0107950000427310