

CIN No. : L26914KA1983PLC005401

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

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**MCL: SEC: 2019**

**MAY 24, 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

Dear Sir/Madam,

**Sub.: Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019.**

**Ref: - Stock Code of NSE: MURUDCERA.EQ; BSE: 515037**


We enclose herewith the Secretarial Compliance Report of Murudeshwar Ceramics Limited for the year ended March 31, 2019, as issued by Ms. Swati Ramachandra Hegde, a Practicing Company Secretary, Bengaluru, as prescribed under the SEBI's Circular No. CIR/CFO/CMD1/27/2019 dated February 8, 2019.

This is for your information and records.

Thanking You,

Yours' faithfully,

**For MURUDESHWAR CERAMICS LIMITED**

  
**ASHOK KUMAR**  
**COMPANY SECRETARY AND**  
**COMPLIANCE OFFICER**



An ISO 9001-2008 Certified Company



**Swati R. Hegde**

Practicing Company Secretary

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[swatihegde.cs@gmail.com](mailto:swatihegde.cs@gmail.com)

**SECRETARIAL COMPLIANCE REPORT OF MURUDESHWAR CERAMICS LIMITED**

**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

To,  
**MURUDESHWAR CERAMICS LIMITED**  
604/B, GOKUL ROAD,  
INDUSTRIALESTATE, HUBLI  
KA 580030 IN

I, Swati Ramachandra Hegde (COP: 19286), Company Secretary in Practice have examined:

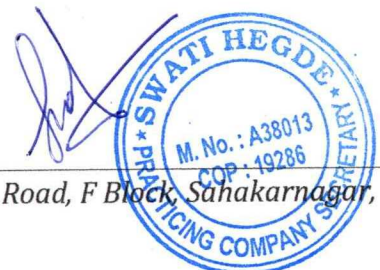
- (a) All relevant documents and records made available to me and information and explanations provided by M/s. **MURUDESHWAR CERAMICS LIMITED** (CIN: L26914KA1983PLC005401) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed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

For the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of 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;
- (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; *N.A. during the year under review*
- (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 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.

- (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
1.	BSE & NSE-Stock Exchanges	Delayed compliance of Composition of the Board under Reg 17(1) of LODR 2015 for a short period.	*The BSE & NSE had imposed fine on the Company due to delayed compliance under regulation 17(1) of LODR 2015, for the Composition of the Board during the quarter ended 31 <sup>st</sup> Dec, 2018.	Currently the Company is a compliant company & has complied with the said regulation 17(1) & all other the applicable regulations and has also duly paid the levied fines by the Stock Exchanges (BSE & NSE) for the said delayed compliance.





			<p>This delayed compliance was due to appointment of Whole Time Director and then search for a new Independent Director, where the New Independent Director's appointment was scheduled to be taken at ensuing next Board Meeting and due to which the composition of the Board was effected during that period.</p>	
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*\* Note: During the review period, the Company has duly complied with all the regulations regarding the Composition of the Board, except delayed compliance as reported above for a short period and has also duly paid the imposed fine with the Stock Exchanges. All the applicable LODR 2015 regulations are duly complied by the Company for the F.Y. ending 31<sup>st</sup> March, 2019.*

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

Sr.No	Observations of the Practicing Company Secretary in the previous reports	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary
Not Applicable			

Date: 24-05-2019  
Place: Bengaluru



*[Handwritten signature]*  
24/05/2019

Swati Ramachandra Hegde  
Practicing Company Secretary  
Membership No: A38013  
CP No. 19286