

**MCL: SEC: FEB: 2024**

**Date: 19.02.2024**

**Bombay Stock Exchange Limited**  
Floor 25, P J Towers, Dalal Street,  
MUMBAI 400 001.  
STOCK CODE: 515037

**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), MUMBAI 400 051.  
STOCK CODE: MURUDCERA

**Sub: Notice of Postal Ballot dated 14<sup>th</sup> February, 2024.**

**Ref.: Disclosure In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/ Madam,

In terms of Regulation 30 read with clause (12) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot dated 14<sup>th</sup> February, 2024 seeking approval of the members of the company for the appointment of Shri Ravindra Bhandary (DIN: 07646192) as an Independent Director.

Further, please find the schedule of events of the Postal Ballot and e-voting activity:

Events	Date of Events
BenPos Date for sending of Notice (Cutoff date)	16.02.2024
Date of completion of dispatch of Notice	22.02.2024
Cut-off date	16.02.2024
Remote E-voting Start Date	23.02.2024
Remote E-voting Start Time	9:00 A.M. IST
Remote E-voting end Date	23.03.2024
Remote E-voting end Time	5:00 P.M. IST
Declaration of result	On or before 25.03.2024

This is for your information and record.

Thanking you,

Yours' faithfully.

For Murudeshwar Ceramics Limited

  
Ashok Kumar  
Company Secretary &  
Compliance Officer



Enclosed: As Above

An ISO 9001-2008 Certified Company



CIN: L26914KA1983PLC005401

REGD. OFF. MURUDESHWAR BHAVAN, No. 604/B, GOKUL ROAD, HUBBALLI - 580 030.  
Phone: 9180-42897000; Email: [cosec@naveentile.com](mailto:cosec@naveentile.com), Website: [www.naveentile.com](http://www.naveentile.com)

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

**Dear Members,**

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). In terms of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), in terms of Secretarial Standard (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions set out below is proposed to appoint Shri Ravindra Bhandary (DIN: 07646192) as an Independent Director, to be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process.

An explanatory statement pursuant to the provisions of Section 102 of the Act and other applicable provisions of the Act, if any, pertaining to the resolutions setting out the material facts and the reasons thereof, is appended. The Board of Director at its meeting held on Wednesday, 14<sup>th</sup> day of February, 2024, has appointed Shri Sunil J Shah, Practicing Company Secretary (Membership No. ACS: 8717 and COP No. 3289), having office at T-22, 3<sup>rd</sup> Floor Satellite Complex, Koppikar Road, Hubballi - 580029, Karnataka, as a scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering facility of e-voting alone to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure, as stated in "NOTES" section of this Postal Ballot Notice, for casting of their votes electronically viz., by way of e-voting.

The E-voting period begins at 9.00 A.M. on Friday, 23<sup>rd</sup> February, 2024 and ends at 5.00 P.M. on Saturday, 23<sup>rd</sup> March, 2024. During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 16.02.2024 may cast their votes through E-voting facility. The E-voting module shall be disabled by NSDL for voting thereafter.

Upon completion of the scrutiny votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairperson or any person authorized by him. The results of the Postal Ballot will be declared on or before Monday, 25<sup>th</sup> March, 2024. The said results will be displayed on the Notice Board of the Company at the registered office and to National Stock Exchange of India Limited and BSE Limited where shares of the Company are listed. Additionally, the results will also be displayed on the Company's website at [www.naveentile.com](http://www.naveentile.com).



CIN: L26914KA1983PLC005401

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## **SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT (E-VOTING)**

### **(1) Appointment of Shri Ravindra Bhandary (DIN: 07646192) as an Independent Director of the Company:**

*To consider and if thought fit, to pass the following resolution as a Special Resolution:*

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and pursuant to the provisions of regulations 16, 17, 17A, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and that approval of the Board of Directors of the Company, approval of members be and is hereby accorded to appoint Shri Ravindra Bhandary (DIN: 07646192) as an Independent Director of the Company who was appointed by the Board of Directors as an Additional Director in the category of a Non-Executive Independent Director w.e.f. 14.02.2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e. from 14.02.2024 to 13.02.2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**By Order of the Board of Directors  
For Murudeshwar Ceramics Limited**

Sd/-

**Ashok Kumar Company  
M. No: A40962**

**Place: Bengaluru**

**Date : 14.02.2024**

**Registered Office:**

**Murudeshwar Ceramics Limited**

Murudeshwar Bhavan, No. 604/B, Gokul Road,

Hubballi – 580 030, Karnataka.

PH.: 0836 – 2331615 – 18,

E-mail: [Investor@naveentile.com](mailto:Investor@naveentile.com)

**Corporate Office:**

**Murudeshwar Ceramics Limited**

Naveen Complex, 7<sup>th</sup> Floor, No. 14, M. G. Road,

Bengaluru – 560 001, Karnataka.

PH.: 080 – 42897000,

E-Mail: [cosec@naveentile.com](mailto:cosec@naveentile.com)

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and regulation 163 (1) of SEBI(ICDR) Regulations, 2018 setting out material facts in respect of proposed resolution to be passed is appended hereto for your consideration.
2. In compliance with the MCA and SEBI circulars, this Postal Ballot Notice is being sent by electronic mode alone to those members whose names appear on the register of members as received from the depositories and whose email address is registered with the Company/ depositories, as on February 16, 2024 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
4. Members may note that this notice of postal ballot will also be available on the Company’s website [www.naveentile.com](http://www.naveentile.com), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bse.com](http://www.bse.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
5. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.
6. The shareholders who have not yet registered their email address are requested to get their email addresses registered with the Company’s Registrar and Share Transfer Agent, Canbank Computer Services Limited. Shareholders may write the request to [ravi@ccsl.co.in](mailto:ravi@ccsl.co.in) or [naidu@ccsl.co.in](mailto:naidu@ccsl.co.in) for the same. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot.
7. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 16<sup>th</sup> February, 2024 being cutoff date.
8. Each equity share carries one vote and voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on 16<sup>th</sup> February being cutoff date.
9. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternative mechanism. For this purpose, the Company



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is availing e-voting platform of NSDL in order to enable the members to cast their votes electronically. Please note that only remote e-voting is provided by the company.

10. The vote in this Postal Ballot cannot be exercised through proxy.
11. The E-voting period begins at 9.00 A.M. on Friday, 23<sup>rd</sup> February, 2024 and ends at 5.00 P.M. on Saturday, 23<sup>rd</sup> March, 2024. During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 16.02.2024 may cast their votes through E-voting facility. The E-voting module shall be disabled by NSDL for voting thereafter.
12. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the chairman in writing, after completion of scrutiny of postal ballot process by remote E-voting. The results of the postal ballot will be announced on or before 25<sup>th</sup> March, 2024 (Monday) at 5.00 P.M or before and will be displayed on the website of the Company at [www.naveentile.com](http://www.naveentile.com) and intimated to BSE and NSE and will also be intimated to Canbank Computer Services Limited, the registrar and share transfer agents of the Company.
13. The last date for the E-voting i.e., 23<sup>rd</sup> March, 2024 (Saturday) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the registered office of the Company until the last date for the E-voting.
14. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108 and 110 and other applicable provisions of the Company Act and its Rules and MCA Circulars, the Company is only offering E-voting facility to the shareholders, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide E-voting facility.
15. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Canbank Computer Services Limited (RTA), for assistance in this regard.
16. Members holding shares in physical form, in identical names, in more than one folio are requested to send to the Company or Canbank Computer Services Limited (RTA), the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
17. Members holding shares in physical mode are:
  - to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI

Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.

- advised to register nomination for their shareholding in the Company. Nomination Form (SH-13).
  - If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be.
  - requested to register/ update their e-mail address with the Company/ Canbank Computer Services Limited (RTA) for receiving all communications from the Company electronically.
18. Members holding shares in electronic mode are:
- requested to submit their PAN and bank account details to their respective Depository Participants (“DPs”) with whom they are maintaining their Demat accounts.
  - advised to contact their respective DPs for registering nomination.
  - requested to register/ update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
19. Non-Resident Indian Members are requested to inform Canbank Computer Services Ltd./ respective DPs, immediately of:
- a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
20. **Voting through electronic means:**
- (a) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Obligations and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to cast their vote electronically, through the e-voting services provided by NSDL on all resolutions set forth in this Notice, through remote e-voting to all members.
  - (b) The remote e-voting period commences on, Friday, 23<sup>rd</sup> February, 2024 (9.00 a.m. IST) and ends on Saturday, 23<sup>rd</sup> March, 2024 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 16<sup>th</sup> February, 2024 being cutoff date may cast their vote. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Member, shall not be allowed to change it subsequently.

- (c) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 16<sup>th</sup> February, 2024 being cutoff date.

21. **The instructions for e-voting are as under:**

**A. Login method for e-Voting:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. Existing <b>IdeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IdeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IdeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IdeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. If you are not registered for IdeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IdeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>a. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>b. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>c. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>. of NSDL.</li> <li>d. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their depository participants.	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” option available on the above-mentioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on the toll free no.: 1800 1020 990 or 1800 22 44 30
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on 022-23058738 or 022-23058542-43

**B) Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
1. Once the homepage of e-voting system is launched, click on the icon “Login”, available under ‘Shareholder/Member’.
2. A new screen will open. You will have to enter your User ID, Password / OTP and a verification code as shown on the screen.
3. Alternatively, if you are registered for NSDL e-services i.e. IdeAS, you can log in at <https://eservices.nsdl.com/> with your existing IdeAS login. Once you log in to NSDL e-services using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically on NSDL e-voting system.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For members who hold shares in demat account with NSDL	8-character DP ID followed by 8-digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
For members who hold shares in demat account with CDSL	16-digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****

For members holding shares in physical form	EVEN Number followed by Folio Number registered with the Company For example, if your Folio Number is 001*** and EVEN is 116022, then your User ID is 118021001***
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**C. Password details for shareholders other than individual shareholders are given below:**

- 1) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- 2) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' for the system to prompt you to change your password.
- 3) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for your NSDL account, or the last 8 digits of your Client ID for CDSL account, or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

**D. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

1. Click on "Forgot User Details / Password?" (If you hold shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  2. Physical User Reset Password? (If you hold shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  3. If you are still unable to get the password by the above two options, you can send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / Folio Number, your PAN, your name and your registered address.
  4. Members can also use the OTP (One Time Password)-based login for casting their vote on the e-voting system of NSDL.
- E. After entering your password, tick on "Agree with Terms and Conditions" by selecting on the check box.
- F. Now, you will have to click on the "Login" button.
- G. After you click on the "Login" button, the homepage of e-voting will open.

**Cast your vote electronically on NSDL e-voting system**



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1. After successfully logging in following Step 1, you will be able to see the EVEN of all companies in which you hold shares and whose voting cycle is in active status.
2. Select the EVEN of Murudeshwar Ceramics Limited.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting the appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on the "Submit" and "Confirm" buttons when prompted.
5. Upon confirmation, the message, "Vote cast successfully", will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the "Print" option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories/ Company**

1. Shareholders may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user ID and password for e-Voting;
2. In case shares are held in physical mode, please provide Folio Number, name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and Aadhaar (self-attested scanned copy of Aadhaar Card);
3. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card); and
4. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained as above i.e. Login method for e-Voting and voting during the meeting for Individual shareholders holding securities in demat mode.

**Other Instructions:**

- (a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of URL: <https://www.evoting.nsdl.com>. And register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- (b) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- (c) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- (d) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and NSDL e-Voting manual or contact to help desk of e-Voting.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE OF POSTAL BALLOT:**

**(1) Appointment of Shri Ravindra Bhandary (DIN: 07646192) as an Independent Director of the Company:**

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors at its meeting held on February 14, 2024, appointed Shri Ravindra Bhandary (DIN: 07646192) as an Additional Director in the category of Independent Director of the Company for a term of five (5) years with effect from February 14, 2024 to February 13, 2029 (both days inclusive) subject to the approval of the shareholders through Special Resolution.

Pursuant to Regulation 17(1C) of Listing Regulations, Shri Ravindra Bhandary (DIN: 07646192) shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Shri Ravindra Bhandary (DIN: 07646192) is eligible to be appointed as an Independent Director for a term of upto five consecutive years.

The resolution seeks the approval of members for the appointment of Shri Ravindra Bhandary (DIN: 07646192) as an Independent Director of the Company from February 14, 2024 to February 13, 2029 (both days inclusive) pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and in terms of Listing Regulations and he shall not be liable to retire by rotation.

The Company has received the following consent, declaration, and confirmation from Shri Ravindra Bhandary (DIN: 07646192):

- Consent in writing from to act as Director in Form DIR - 2 pursuant to section 152 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Appointment Rules');
- Form DIR - 8 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and rules made there under;
- a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- Declaration that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- Confirmation that he is not aware of any circumstances or situation, which exists or may be reasonably anticipated, that will impair or impact the ability of discharging his duty as an Independent Director;
- Confirmation that he has complied with rule 6(1) and (2) of the Companies (Appointment and qualification of Directors) Rules, 2014.



CIN: L26914KA1983PLC005401

REGD. OFF. MURUDESHWAR BHAVAN, No. 604/B, GOKUL ROAD, HUBBALLI - 580 030.  
Phone: 9180-42897000; Email: [cossec@naveentile.com](mailto:cossec@naveentile.com), Website: [www.naveentile.com](http://www.naveentile.com)

In addition to the above, the Company has also received a notice in writing from a member, in terms of section 160 of the Companies Act, 2013 proposing the appointment of Shri Ravindra Bhandary (DIN: 07646192).

The profile and specific areas of expertise of Shri Ravindra Bhandary (DIN: 07646192) and other relevant information as required under Listing Regulations and SS-2 are provided as under:

Name	Shri Ravindra Bhandary
DIN	07646192
Date of birth	20-06-1957
Age	66 years
Date of appointment in Board Meeting	14-02-2024
Qualification	Graduated in Agriculture Science
Expertise in specific Functional Area	Banking & finance operations, strategic planning, retail and wholesale banking, rural banking, corporate credit, project management, loan syndication, asset liability management, international banking, human resources, risk management, regulatory compliance and industrial relations.
Directorship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	NIL
Membership of Committee/chairmanship in other Public Limited Company	NIL
No. of shares held (a) own (b) For other persons on a beneficial basis.	NIL

Based on recommendation of Nomination and Remuneration Committee and in the opinion of the Board, Shri Ravindra Bhandary (DIN: 07646192) fulfils the conditions for independence specified under the Companies Act 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations and such other laws/ regulations for the time being in force, to the extent applicable to the Company for appointment as an Independent Non-Executive Director of the Company.

Further, the Board noted that Shri Ravindra Bhandary (DIN: 07646192) has a set of skills, background and experience which are aligned to the role and capabilities identified by the Nomination and Remuneration Committee of the Company and that he is eligible for appointment as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Shri Ravindra Bhandary (DIN: 07646192) as an Independent Director of the Company, by a special resolution as set out in the notice portion.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Shri Ravindra Bhandary (DIN: 07646192) as an Independent Director of the Company, as a special resolution as set out in the notice.



CIN: L26914KA1983PLC005401

REGD. OFF. MURUDESHWAR BHAVAN, No. 604/B, GOKUL ROAD, HUBBALLI - 580 030.  
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All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting.

None of the Directors, Key Managerial Personnel or any relative of any of the Directors or Key Managerial Personnel of the Company is in anyway, concerned or interested in the above said resolutions for appointment of Independent Directors of the Company.

**By order of the Board  
For Murudeshwar Ceramics Limited**

Sd./-

**Ashok Kumar**

**Company Secretary & Compliance Officer**

**M. No. 40962**

**Place: Bengaluru**

**Date: 14.02.2024**

**Registered Office:**

**Murudeshwar Ceramics Limited**

Murudeshwar Bhavan, No. 604/B, Gokul Road,  
Hubballi – 580 030, Karnataka.

PH.: 0836 – 2331615 – 18,

E-mail: [investor@naveentile.com](mailto:investor@naveentile.com)

**Corporate Office:**

**Murudeshwar Ceramics Limited**

Naveen Complex, 7<sup>th</sup> Floor, No. 14, M. G. Road,  
Bengaluru – 560 001, Karnataka.

PH.: 080 – 42897000,

E-Mail: [cosec@naveentile.com](mailto:cosec@naveentile.com)