

## Corporate Governance Report as of 31.12.2024

General information about company	
Scrip code	515037
NSE Symbol	MURUDCERA
MSEI Symbol	NA
ISIN	INE692B01014
Name of the entity	MURUDESHWAR CERAMICS LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	31-12-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory								
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	SATISH RAMA SHETTY	AIZPS4010P	00037526	Executive Director	Chairperson related to Promoter	MD	26-03-1962
2	Mr	SUNIL RAMA SHETTY	ADOPS6616B	00037572	Non-Executive - Non Independent Director	Not Applicable		30-06-1964
3	Mr	NAVEEN RAMA SHETTY	ADOPS6617A	00058779	Non-Executive - Non Independent Director	Not Applicable		12-09-1968
4	Mr	KARAN SATISH SHETTY	DNQPS5456E	08168200	Executive Director	Not Applicable		12-05-1993
5	Mr	RAVINDRA BHANDARY	ACBPB6570F	07646192	Non-Executive - Independent Director	Not Applicable		20-06-1957
6	Mr	VISHWANATH SHETTY	ADOPS7527H	10694435	Non-Executive - Independent Director	Not Applicable		26-07-1957
7	Mr	VITTAL KADEKAR MENAKA SHETTY	AJNPS8865P	10695560	Non-Executive - Independent Director	Not Applicable		12-06-1942
8	Mrs	SHAKUNTHALA SHETTY	ACLPS6691Q	10704086	Non-Executive - Independent Director	Not Applicable		28-04-1954

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

I. Composition of Board of Directors													
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		27-06-2007	26-06-2020			1	0	2	0			
2	NA		29-11-1993	27-06-2007			1	0	0	0			
3	NA		24-11-1995	10-09-2012			1	0	1	0			
4	NA		10-08-2018	10-08-2023			1	0	0	0			
5	Yes	23-03-2024	14-02-2024	23-03-2024		10	1	1	0	1			
6	Yes	21-09-2024	01-08-2024	21-09-2024		5	1	1	0	1			
7	Yes	21-09-2024	01-08-2024	21-09-2024		5	1	1	1	0			
8	Yes	21-09-2024	01-08-2024	21-09-2024		5	1	1	1	0			

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07646192	RAVINDRA BHANDARY	Non-Executive - Independent Director	Chairperson	01-08-2024		
2	10704086	SHAKUNTHALA SHETTY	Non-Executive - Independent Director	Member	01-08-2024		
3	00058779	NAVEEN RAMA SHETTY	Non-Executive - Non Independent Director	Member	01-08-2024		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07646192	RAVINDRA BHANDARY	Non-Executive - Independent Director	Chairperson	01-08-2024		
2	10695560	VITTAL KADEKAR MENAKA SHETTY	Non-Executive - Independent Director	Member	01-08-2024		
3	10704086	SHAKUNTHALA SHETTY	Non-Executive - Independent Director	Member	01-08-2024		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10694435	VISHWANATH SHETTY	Non-Executive - Independent Director	Chairperson	01-08-2024		
2	00037526	SATISH RAMA SHETTY	Executive Director	Member	18-12-2020		
3	10695560	VITTAL KADEKAR MENAKA SHETTY	Non-Executive - Independent Director	Member	01-08-2024		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00037526	SATISH RAMA SHETTY	Executive Director	Chairperson	10-08-2018		
2	10694435	VISHWANATH SHETTY	Non-Executive - Independent Director	Member	01-08-2024		
3	00058779	NAVEEN RAMA SHETTY	Non-Executive - Non Independent Director	Member	10-08-2018		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1
Annexure 1
III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	31-07-2024				Yes	9	9	5
2	21-09-2024		51		Yes	11	4	3
3		13-11-2024	52		Yes	8	8	4

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	31-07-2024				Yes	3	3	2	0
2	Audit Committee	13-11-2024	104			Yes	3	3	2	0
3	Nomination and remuneration committee	31-07-2024				Yes	3	3	3	0
4	Nomination and remuneration committee	21-09-2024	51			Yes	3	3	3	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Ashok Kumar
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Ashok Kumar
Designation of person	Company Secretary
Place	Bengaluru
Date	10-01-2025