

**Date: 25.08.2025**

**National Stock Exchange of India Limited**  
Exchange Plaza,  
BandraKurla Complex, Bandra (East),  
MUMBAI 400 051,  
Trading Symbol: MURUDCERA

**BSE Limited,**  
Floor 25, P J Towers,  
Dalal Street,  
MUMBAI 400 001.  
Scrip Code: 515037

Dear Sir/ Madam,

**Sub.: Proceeding of the 42<sup>nd</sup> Annual General Meeting of the Company.**

This is with reference to the above captioned subject, we hereby enclose the proceeding of the 42<sup>nd</sup> Annual General Meeting of the Company held today on 25<sup>th</sup> August, 2025, 2025 at 3:00 P.M. and concluded at 4:25 P.M. at Hotel Naveen, Unkal Lake, Hubballi - Dharwad Highway, Bairidevarkoppa, Hubballi – 580025, Karnataka.

You are requested to take the above in your records.

Thanking you.

Yours' faithfully.

**For Murudeshwar Ceramics Limited**

**Ashok Kumar**  
**Company Secretary &**  
**Compliance Officer**

25.08.2025, Bengaluru

**SUMMARY OF THE PROCEEDINGS OF 42<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, AUGUST 25, 2025 AT 03:00 P.M. AND CONCLUDED AT 4:25 P.M. AT HOTEL NAVEEN, UNKAL LAKE, HUBLI - DHARWAD HIGHWAY, BAIRIDEVARKOPPA, HUBBALLI - 580025, KARNATAKA.**

**Directors present**

Sl. No.	Name	Designation
1	Shri Satish Rama Shetty	: Chairman & Managing Director (Member)
2	Shri Karan S Shetty	: Whole Time Director (Member)
3	Smt. Shakunthala Shetty	: Independent Director (Member of Audit Committee & NRC)
4	Shri Ravindra Bhandary	: Independent Director (Chairman of Audit Committee & NRC)
5	Shri Vittal KM Shetty	: Independent Director (Member of SGC & NRC)
6	Shri Vishwanath Shetty	: Independent Director (Chairman of SGC & member of CSR)
<b>In attendance</b>		
1	Shri Narayan Manjunath Hegde	: V. P. (Finance) & CFO (Member)
2	Shri Ashok Kumar	: Company Secretary & Compliance Officer

**Invitees:**

Mr. Shambuling Patil, representative of K. G. Rao & Co., Chartered Accountant (Firm Registration No. 010463S), Statutory Auditors of the Company; and

Mr. Sunil J. Shah (Membership No. 8717, COP No. 3289), Practicing Company Secretary acting as the Scrutiniser for e-voting and voting through Poll were also present by invitation.

There are total forty-one (41) members were present at the 42<sup>nd</sup> Annual General Meeting.

Shri Satish Rama Shetty - the Chairman of the Company presided over the meeting. He welcomed all the members and invitees present at the Annual General Meeting (AGM). The Chairman then announced that requisite quorum being present, now the meeting is called to be in order.

The Chairman briefly introduced the Directors seated on dais to the members. He also informed that Shri Sunil Rama Shetty and Shri Naveen Rama Shetty Directors of the Company could not be present in the meeting due to some unavoidable circumstance and their professional exigencies.

The Chairman announced that the Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or arrangements in which Directors were interested and other documents as referred in the AGM Notice were available for inspection by the members during the meeting.

The Chairman requested the members that the notice convening the 42<sup>nd</sup> Annual General Meeting along with explanatory statement may be taken as read and then members agreed for the same. The Company Secretary then briefed the Statutory Auditor's Report and Secretarial Auditor's Report.

The Company Secretary informed the members that there are no qualifications, observations, comments, disclaimer or adverse remarks in the Statutory Auditor's Report and Secretarial Audit Report, which have any adverse effect on the functioning of the Company.

The Chairman then addressed the members about the significant development of the Company. He briefed about the performance of the Company during the financial year 2024-25. He also informed the members for

the results of the first quarter of the current financial year 2025-26.

The Chairman advised that the members may seek clarification, if any, pertaining to the Company's Audited Accounts and operations. The queries raised by the members on the Company's operations and financial statements for the year ended March 31, 2025, were answered by the Chairman to the satisfaction of the members.

The Chairman then briefed the objectives and implications of the Ordinary and Special Businesses set out in the notice of the 42<sup>nd</sup> AGM. The Following resolutions have been passed successfully by the members at the 42<sup>nd</sup> Annual General Meeting:

Sl. No.	Particulars	Nature of resolution
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary
2.	To appoint a director in place of Shri Naveen Rama Shetty (DIN 00058779), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary
3	To declare a dividend on equity shares for the financial year ended March 31, 2025	Ordinary
4	To appoint CS Shivappa Athani (M. No. 67536 and COP: 25196) as the Secretarial Auditor of the Company for a period of five consecutive years from the FY 2025-26 to 2029-30.	Ordinary
5	Re-appointment of Shri Satish Rama Shetty (DIN: 00037526) as the Chairman and Managing Director of the Company for a further period of five consecutive years w.e.f. June 26, 2025 to June 25, 2030.	Special
6	Approval for overall limits under section 180 (1) of the companies act, 2013.	Special
7	Approval for overall limits under section 185 of the Companies Act, 2013.	Special
8	Approval for overall limits to make investments, to give loans, to provide guarantees and security under section 186 of the Companies Act, 2013.	Special
9	To approve existing and new Material Related Party Transaction(s) with RNS Infrastructure Limited (RNSIL) in terms of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013.	Ordinary

The Chairman then order poll on the resolutions set out in the notice of Annual General meeting as above mentioned. The Chairman also requested to the members that who have not voted through e-voting mechanism, to participate in poll voting and may cast their vote. Thereafter, the Ballot Paper was distributed among the members.

The Chairman informed that the Board of Directors has appointed Mr. Sunil J. Shah (Membership No. 8717, COP No. 3289), Practicing Company Secretary acting as the Scrutiniser for E-voting and voting through Ballot Paper in a fair and transparent manner. The Scrutinizer would consolidate the results of remote e-voting and physical ballots voting at the AGM and then submit his report.

The Chairman also informed that the voting results shall be declared within the time permissible under the applicable laws. The voting results declared along with Scrutinizer's Report would be placed on the website of the Company, NSE and BSE. The same shall also be communicated to the stock exchanges and displayed the Registered Office and the Corporate Office of the Company.

The Chairman concluded his address by thanking the members, its employees, his colleagues on the Board and all the stakeholders for their continued support. Further, he extended his sincere thanks to the attendees for attending the AGM and declared the meeting as closed.

Thanking you.

Yours' faithfully.

**By order of the Chairman**

**For Murudeshwar Ceramics Limited**

**Ashok Kumar**  
**Company Secretary and**  
**Compliance Officer**

25.08.2025, Hubballi