MURUDESHWAR
CERAMICS LTD.
Naveen Complex, 7th Floor, 14, M.G. Road, Bangalore - 560 001, INDIA
☎: 42897000, 25584181 Fax : (080) 25584017 e-mail : mclblore@naveentile.com

NAVEEN CERAMICS & VITRIFIED TILES

NAVEEN DIAMONTILE

MCL:SEC:

September 29, 2014,

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra (East)
MUMBAI 400 051

STOCK CODE : MURUDCERA.EQ

Dear Sir/Madam,

Sub:- Report under Clause 35A and Scrutinizers Report-(Results of e-voting and Poll)
Ref: - Annual General Meeting of Murudeshwar Ceramics Limited-27.09.2014

We wish to attach a report under Clause 35A and Scrutinizers Report-(Results of e-voting and Poll) for your information and records.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully
***for* Murudeshwar Ceramics Limited**

Lakshmisha Babu S
Company Secretary

MURUDESHWAR CERAMICS LIMITED

MURUDESHWAR CERAMICS LTD.

Date of AGM	:	Sept 27, 2014
Total No. of Shareholders as on record date	:	11,085
No. of shareholders present in the meeting either in person or through proxy	:	66
Promoter and Promoter Group	:	2
Public	:	64
No. of shareholders attended the meeting through Video Conferencing	:	NA
Promoter and Promoter Group	:	NA
Public	:	NA

The mode of Voting for all resolutions was e-voting conducted between Sept 21, 2014 to Sept 23, 2014 and Poll conducted at the Annual General Meeting General Meeting of the Company held on Sept 27, 2014.

Agenda Items	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=((2)/(1))*100	[4]	[5]	[6]=((4)/(2))*100	[7]=((5)/(2)*100
Resolution No.1	Promoter and Promoter group	25033286	25020986	99.951%	25020986	0	100.000%	0.000%
	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
Adoption of Finanical Statements for the year	Public -others	15564349	532871	3.424%	532471	400	99.925%	0.075%
ended March 31, 2014 (Ordinary Resolution)	**Total**	40812922	25553857	62.612%	25553457	400	99.998%	0.002%
Resolution No.2	Promoter and Promoter group	25033286	24433134	97.603%	24433134	0	100.000%	0.000%
Re-appointment of Shri Naveen R Shetty (DIN	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
00058779) who retires by rotation (Ordinary	Public -others	15564349	532871	3.424%	530040	2831	99.469%	0.531%
Resolution)	**Total**	40812922	24966005	61.172%	24963174	2831	99.989%	0.011%
Resolution No.3	Promoter and Promoter group	25033286	25020986	99.951%	25020986	0	100.000%	0.000%
Appointment of M/s. M A Narasimhan and	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
Co, Chartered Accountants as the Statutory	Public -others	15564349	532851	3.424%	532051	800	99.850%	0.150%
Auditors of the Company (Oridnary	**Total**	40812922	25553837	62.612%	25553037	800	99.997%	0.003%
			0					
Resolution No.4	Promoter and Promoter group	25033286	25020986	99.951%	25020986	0	100.000%	0.000%
Appointment of Shri Kudlu Sunder Naik (DIN	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
00042986) as Independent Director	Public -others	15564349	502871	3.231%	502471	400	99.920%	0.080%
(Ordinary Resolution)	**Total**	40812922	25523857	62.539%	25523457	400	99.998%	0.002%
Resolution No.5	Promoter and Promoter group	25033286	25020986	99.951%	25020986	0	100.000%	0.000%
Appointment of Dr. Shivabasayya	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
Siddaramayya Hiremath (DIN 02272897) as	Public -others	15564349	532851	3.424%	532451	400	99.925%	0.075%
Independent Director (Ordinary Resolution)	**Total**	40812922	25553837	62.612%	25553437	400	99.998%	0.002%
Resolution No.6	Promoter and Promoter group	25033286	25020986	99.951%	25020986	0	100.000%	0.000%
Appointment of Shri Annappayya Kundapur	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
(DIN 03558522) as Independent Director	Public -others	15564349	532871	3.424%	532471	400	99.925%	0.075%
(Ordinary Resolution)	**Total**	40812922	25553857	62.612%	25553457	400	99.998%	0.002%
Resolution No.7	Promoter and Promoter group	25033286	25020986	99.951%	25020986	0	100.000%	0.000%
Appointment of Shri Sankappa Keremane	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
Shetty (DIN 00894366) as Independent	Public -others	15564349	532871	3.424%	532471	400	99.925%	0.075%
Director (Ordinary Resolution)	**Total**	40812922	25553857	62.612%	25553457	400	99.998%	0.002%
Resolution No.8	Promoter and Promoter group	25033286	25020986	99.951%	25020986	0	100.000%	0.000%
Appointment of Smt Sarvani Alva (DIN	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
06896403) as Independent Director (Ordinary	Public -others	15564349	532871	3.424%	532471	400	99.925%	0.075%
Resolution)	**Total**	40812922	25553857	62.612%	25553457	400	99.998%	0.002%
Resolution No.9	Promoter and Promoter group	25033286	25020986	99.951%	25020986	0	100.000%	0.000%
	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
Resolution under Section 180(1)(a) of the	Public -others	15564349	532771	3.423%	528677	4094	99.232%	0.768%
Companies Act, 2013 (Special Resolution)	**Total**	40812922	25553757	62.612%	25549663	4094	99.984%	0.016%
Resolution No.10	Promoter and Promoter group	25033286	25020986	99.951%	25020986	0	100.000%	0.000%
	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
Resolution under Section 180(1)(c) of the	Public -others	15564349	532771	3.423%	528002	4769	99.105%	0.895%
Companies Act, 2013 (Special Resolution)	**Total**	40812922	25553757	62.612%	25548988	4769	99.981%	0.019%

MURUDESHWAR CERAMICS LIMITED

Sunil Shah & Co
Company Secretary

Ph 2365869 Email sunil_j_shah@yahoo.com
S-6, Eureka Centre,
Koppikar Road, Hubli - 580020

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 108 & 109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014*]*

To,
Chairman
Murudeshwar Ceramics Limited,
Hubli.

Sub: 31st Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Saturday, September, 27th, 2014 at 4 P.M at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli - 580 029

Dear Sir,

I Sunil Javeerchand Shah, appointed as Scrutinizer(s) for the purpose of the E voting and polling taken on the resolution(s) mentioned in the Notice of the Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited, held on Saturday, September, 27th, 2014 at 4 P.M at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli - 580 029, submit our report as under:

1. The e-voting period commenced on 21 September, 2014 from 9.00 AM IST and concluded on 23 September 2014 at 6.00 PM IST. The e-voting services were provided by National Securities Depository Limited (NSDL). After the time fixed for closing of the E-Voting the portal was blocked.

2. Further at the AGM held on 27.09.2014 the papers for voting by Poll were distributed to the members present at the meeting who had not preferred to vote under e-voting option and after the time fixed for closing of the poll by the Chairman, One Ballot box kept for polling was locked and sealed in my presence with due identification marks placed by me.

3. The blocked portal and sealed ballot box were opened in my presence and the e-votes and poll papers were diligently scrutinized. The e-votes and polled votes were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

4. The polled votes which were invalid or incomplete and/or which were otherwise found defective have been treated as invalid and accounted separately.

5. The result of the E-votes are as given in the Annexure - I and results of Poll are given in Annexure-II and the combined results are given in Annexure - III which are attached to this report.

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes that were declared invalid for each resolution, E-voting records and all other relevant documents and records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Hubli
Dated: 27.09.2014

SUNIL SHAH & CO HUBLI COMPANY SECRETARIES

Sunil J Shah, Company Secretary, Mem No 8717 COP No 3289
Name/s and Signature/s of the Scrutinizer

Witness:

1. Santosh Javali
Yallapur Oni Patil Gali
Hubli - 580020

2. Mr. Manju Barker
Shri Ramlingeshwar Nagar
Gokul Road Hubli

31st Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Saturday, September 27th, 2014 at 4 P.M at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli - 580 029

ANNEXURE-I TO SCRUTINISERS REPORT (E-Voting Results)

No	Subject of Resolution	Favour			Against			Invalid		
		Number of members voted electronically	Number of votes cast in favour of the resolution	%age of total number of valid votes cast	Number of members voted electronically	Number of votes cast in Against of the resolution	% age of total number of valid votes cast	Number of members whose votes were declared invalid	Number of votes cast as invalid	%age of total number of invalid votes cast
1	Adoption of Financial Statements for the year ended 31st March, 2014	102	13168143	99.997%	1	400	0.003%	NA	N A	NA
2	Re-appointment of Shri Naveen Rama Shetty (DIN 00058779) who retires by rotation	96	12578270	99.981%	3	2421	0.019%	NA	NA	NA
3	Appointment of M/s M A Narasimhan and Co, Chartered Accountants, as the Statutory Auditors of the Company.	100	13167723	99.994%	2	800	0.006%	NA	NA	NA
4	Appointment of Shri Kudlu Sunder Naik (DIN 00042986) as an Independent Director	102	13138143	99.997%	1	400	0.003%	NA	NA	NA
5	Appointment of Dr. Shivabasayya Siddaramayya Hiremath (DIN 02272897) as an Independent Director	101	13168123	99.997%	1	400	0.003%	NA	NA	NA
6	Appointment of Shri Annappayya Kundapur (DIN 03558522) as an Independent Director	102	13168143	99.997%	1	400	0.003%	NA	NA	NA
7	Appointment of Shri Sankappa Keremane Shetty (DIN 00894366) as an Independent Director	102	13168143	99.997%	1	400	0.003%	NA	NA	NA
8	Appointment of Smt Sarvani Alva (DIN 06896403) as an Independent Director	102	13168143	99.997%	1	400	0.003%	NA	NA	NA
9	Special Resolution under Section 180(1) (a) of the Companies Act, 2013 for hypothecate, Mortgage, charge and / or in any other way encumber, all or any of movable / current / fixed / immovable assets of the Company.	96	13165369	99.976%	7	3174	0.024%	NA	NA	NA
10	Special Resolution under Section 180(1) (c) of the Companies Act, 2013 for borrowing money upto `400 Crores over and above the aggregate of the paid up share capital and free reserves of the Company.	96	13165294	99.976%	6	3149	0.024%	NA	NA	NA

SUNIL SHAH & CO HUBLI COMPANY SECRETARIES

SUNIL SHAH
Company Secretary
Mem. No. 8717
COP No. 3289

31st Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Saturday, September 27th, 2014 at 4 P.M at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli - 580 029

ANNEXURE-II TO SCRUTINISERS REPORT (Polled Votes Results)

No	Subject of Resolution	Favour			Against			Invalid		
		Number of members voted by poll	Number of votes cast in favour of the resolution	%age of total number of valid votes cast	Number of members voted by poll	Number of votes cast in Against of the resolution	% age of total number of valid votes cast	Number of members whose votes were declared invalid	Number of votes cast as invalid	%age of total number of invalid votes cast
1	Adoption of Financial Statements for the year ended 31st March, 2014	37	12385314	100.000%	0	0	0.000%	10	1132	0.009%
2	Re-appointment of Shri Naveen Rama Shetty (DIN 00058779) who retires by rotation	35	12384904	99.997%	2	410	0.003%	10	1132	0.009%
3	Appointment of M/s M A Narasimhan and Co, Chartered Accountants, as the Statutory Auditors of the Company.	37	12385314	100.000%	0	0	0.000%	10	1132	0.009%
4	Appointment of Shri Kudlu Sunder Naik (DIN 00042986) as an Independent Director	37	12385314	100.000%	0	0	0.000%	10	1132	0.009%
5	Appointment of Dr. Shivabasayya Siddaramayya Hiremath (DIN 02272897) as an Independent Director	37	12385314	100.000%	0	0	0.000%	10	1132	0.009%
6	Appointment of Shri Annappayya Kundapur (DIN 03558522) as an Independent Director	37	12385314	100.000%	0	0	0.000%	10	1132	0.009%
7	Appointment of Shri Sankappa Keremane Shetty (DIN 00894366) as an Independent Director	37	12385314	100.000%	0	0	0.000%	10	1132	0.009%
8	Appointment of Smt Sarvani Alva (DIN 06896403) as an Independent Director	37	12385314	100.000%	0	0	0.000%	10	1132	0.009%
9	Special Resolution under Section 180(1) (a) of the Companies Act, 2013 for hypothecate, Mortgage, charge and / or in any other way encumber, all or any of movable / current / fixed / immovable assets of the Company.	35	12384294	99.993%	2	920	0.007%	10	1132	0.009%
10	Special Resolution under Section 180(1) (c) of the Companies Act, 2013 for borrowing money upto `400 Crores over and above the aggregate of the paid up share capital and free reserves of the Company.	33	12383694	99.987%	4	1620	0.013%	10	1132	0.009%

SUNIL SHAH & CO HUBLI COMPANY SECRETARIES

SUNIL SHAH
Company Secretary
Mem No. 8716
COP No. 3289

31st Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Saturday, September 27th, 2014 at 4 P.M at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli - 580 029

ANNEXURE-III TO SCRUTINISERS REPORT (Combined Result of E-Voting and Polled Vote Results)

No	Subject of Resolution	Favour			Against			Invalid		
		Number of members voted electronically and by poll	Number of votes cast in favour of the resolution	%age of total number of valid votes cast	Number of members voted electronically and by poll	Number of votes cast in Against of the resolution	% age of total number of valid votes cast	Number of members whose votes were declared invalid	Number of votes cast as invalid	%age of total number of invalid votes cast
1	Adoption of Financial Statements for the year ended 31st March, 2014	139	25553457	99.998%	1	400	0.002%	10	1132	0.004%
2	Re-appointment of Shri Naveen Rama Shetty (DIN 00058779) who retires by rotation	131	24963174	99.989%	5	2831	0.011%	10	1132	0.005%
3	Appointment of M/s M A Narasimhan and Co, Chartered Accountants, as the Statutory Auditors of the Company.	137	25553037	99.997%	2	800	0.003%	10	1132	0.004%
4	Appointment of Shri Kudlu Sunder Naik (DIN 00042986) as an Independent Director	139	25523457	99.998%	1	400	0.002%	10	1132	0.004%
5	Appointment of Dr. Shivabasayya Siddaramayya Hiremath (DIN 02272897) as an Independent Director	138	25553437	99.998%	1	400	0.002%	10	1132	0.004%
6	Appointment of Shri Annappayya Kundapur (DIN 03558522) as an Independent Director	139	25553457	99.998%	1	400	0.002%	10	1132	0.004%
7	Appointment of Shri Sankappa Keremane Shetty (DIN 00894366) as an Independent Director	139	25553457	99.998%	1	400	0.002%	10	1132	0.004%
8	Appointment of Smt Sarvani Alva (DIN 06896403) as an Independent Director	139	25553457	99.998%	1	400	0.002%	10	1132	0.004%
9	Special Resolution under Section 180(1) (a) of the Companies Act, 2013 for hypothecate, Mortgage, charge and / or in any other way encumber, all or any of movable / current / fixed / immovable assets of the Company.	131	25549663	99.984%	9	4094	0.016%	10	1132	0.004%
10	Special Resolution under Section 180(1) (c) of the Companies Act, 2013 for borrowing money upto `400 Crores over and above the aggregate of the paid up share capital and free reserves of the Company.	129	25548988	99.981%	10	4769	0.019%	10	1132	0.004%

SUNIL SHAH & CO HUBLI COMPANY SECRETARIES

SUNIL SHAH
Company Secretary
Mem. No. 8717
COP No. 3289