

CIN No. : L26914KA1983PLC005401

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

Phone : 080 - 42897000 25584181 Fax : 080 - 25584017 e-mail : mclblore@naveentile.com

MCL:SEC:2016:4085

29.08.2016

National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex,
Bandra East,
Mumbai-400051

Dear Sir,

Sub: Notice of 33rd Annual General Meeting under Regulation 30(2) of SEBI (Listing of Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the 33rd Annual General Meeting of Murudeshwar Ceramics Ltd is scheduled on 23.09.2016 at 4.00PM at Shri R N Shetty Kalyana Mantapa, Opp: Indira Glass House, Hubli-580029.

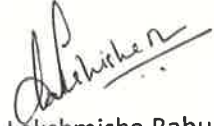
In this regard, please find attached the Notice of 33rd Annual General Meeting of the Company.

Kindly take this intimation on record.

Thanking you,

Yours faithfully,

For Murudeshwar Ceramics Ltd



Lakshmisha Babu.S
Company Secretary



An ISO 9001-2008 Certified Company

NOTICE

To,

The Members, Murudeshwar Ceramics Limited

NOTICE is hereby given that the Thirtythird Annual General Meeting of the Members of the Company will be held at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli – 580 029 on Friday 23rd day of September, 2016 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To consider, approve and adopt the Audited Balance Sheet of the Company as at 31st day of March, 2016 and the Profit and Loss Account for the year ended on the said date together with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Shri Satish Rama Shetty (DIN 00037526), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. MA Narasimhan & Co., Chartered Accountants (ICAI Registration No.002347S) as statutory auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and fix their remuneration.

SPECIAL BUSINESS

4. To authorize Board of Directors to enter into related party transactions, to consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Regulations of SEBI (LODR) Regulation, 2015 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to approve all contracts / agreements / arrangements with following related parties and authorize the Board of Directors of the Company to enter into contracts and/or agreements, arrangements with Related Parties with respect to sale, purchase, supply of any goods including capital goods or materials, selling or otherwise disposing of, or buying, leasing of property any kind, availing or rendering of any services, appointment for purchase or sale of goods, materials, services or property or any other transaction of whatever nature with related parties given below and also given in the Explanatory Statement annexed hereto :

Description of contract	Name of Related Party	Period of Contract	Total Cumulative Value of transactions during contract period with related party
sale, purchase, supply of any goods including capital goods or materials, selling or otherwise disposing of, or buying, leasing of property any kind, availing or rendering of any services, appointment for purchase or sale of goods, materials, services or property or any other transaction	RNS Infrastructure Limited	Financial Year from 2016 to 2019	₹15,000 Lakhs

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all deeds, applications, documents, writings, that may be required, on behalf of the Company and generally to do all acts, deeds matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve transactions and the terms & conditions with any related party defined under the Act, and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto as the Board may its absolute discretion deem fit, without being required to seek any further consent or approvals of the Members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution."

By Order of the Board
For Murudeshwar Ceramics Limited
LAKSHMISHA BABU S
Company Secretary

Place : Bengaluru
Date : July 30, 2016

NOTICE (Contd.)

NOTE:

- (1) Any Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the meeting and vote on behalf of such member at such meeting and such a proxy need not be a member. Proxy in order to be effective must be received at the Company's Regd. Office not less than 48 hours before the meeting.
- (2) Any document / Proxy Form in connection with the Annual General Meeting of the Company signed by any person for and on behalf of any Institution, Bank, Body Corporate etc., will be valid, only if such document/proxy form is supported by a duly authenticated copy of the Resolution of the Board of Directors authorising such person to sign such document and/or to represent such Institution, Bank, Body Corporate etc., as the case may be.
- (3) Documents pertaining to items referred to in the Notice are available for inspection by any member/s at the Registered Office of the Company on any working day from 2 p.m. to 6 p.m. upto the date of Annual General Meeting.
- (4) Brief resume of directors propose to be appointed/reappointed is furnished in the Corporate Governance Report forming part of this Annual Report.
- (5) Register of Members/Transfer books of the Company will be closed from September 17, 2016 to September 23, 2016 (both days inclusive).
- (6) Members seeking any information/clarification concerning the Accounts for the year 2015-16 are requested to send their specific request addressed to the Company Secretary at the Registered Office of the Company atleast seven days before the Annual General Meeting.
- (7) Members are requested to bring their copies of Annual Reports to the meeting and also to handover their attendance slips signed by the members/valid proxies at the entrance of the meeting hall.
- (8) Please also refer "General Information to Shareholders" in the annexure to Corporate Governance Report forming part of this Annual Report.
- (9) In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail (for Members whose e-mail addresses are registered with the Company/ Depositories) :
 - (a) Open the e-mail and also open PDF file namely "Remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (b) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - (c) Click on Shareholder – Login.
 - (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - (e) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - (f) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - (g) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - (h) Select "EVEN" (E-Voting Event Number) of Murudeshwar Ceramics Limited. Now you are ready for E-voting as Cast Vote page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (k) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - (l) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sunil_j_shah@yahoo.com and investor@naveentile.com with a copy marked to evoting@nsdl.co.in
 - (m) In case of any queries, you may refer the Frequently Asked Questions (FAQs) – Shareholders and e-voting user manual – Shareholders, available at the downloads section of www.evoting.nsdl.com

NOTICE (Contd.)

B. In case of Member receives physical copy of Notice of AGM (for Members whose e-mail addresses are not registered with the Company/Depositories):

- (a) Initial password is provided in the enclosed Annual Report and Notice : EVEN (E-Voting Event Number), user ID and password/Pin.
- (b) Please follow all steps from Sl. No. (b) to Sl. No. (m) above, to cast vote.

C. Other Instructions:

- (a) The e-voting period commences on September 20, 2016 (9.00 a.m. IST) and ends on September 22, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 16, 2016 (Cutoff date {record date}) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- (b) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the AGM.
- (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 September 16, 2016 (Cutoff date {record date}).
- (d) Mr. Sunil J. Shah, Practicing Company Secretary (Membership No. ACS:8717), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (e) The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witness not in employment of the company and shall make not later than three days of the conclusion of AGM, a consolidated scrutinizer report of the total votes cast in favour or against if any to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (f) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.naveentiles.co.in and on the website of NSDL immediately after the declaration of the results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock exchanges.
- (g) Please refer last page of Annual Report for AGM Location MAP.

STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No. 4

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into material transactions mentioned in aforesaid resolution, which are in the ordinary course of business and / or are at arm's length basis. But pursuant to SEBI (LODR) Regulation, 2015 it can do so only with prior approval of the Shareholders accorded by way of special resolution. Your Company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis. As per SEBI (LODR) Regulation 2015 and amendments thereof, all material related party transactions have to be approved / ratified by the members.

Nature of related interest of related parties given below:

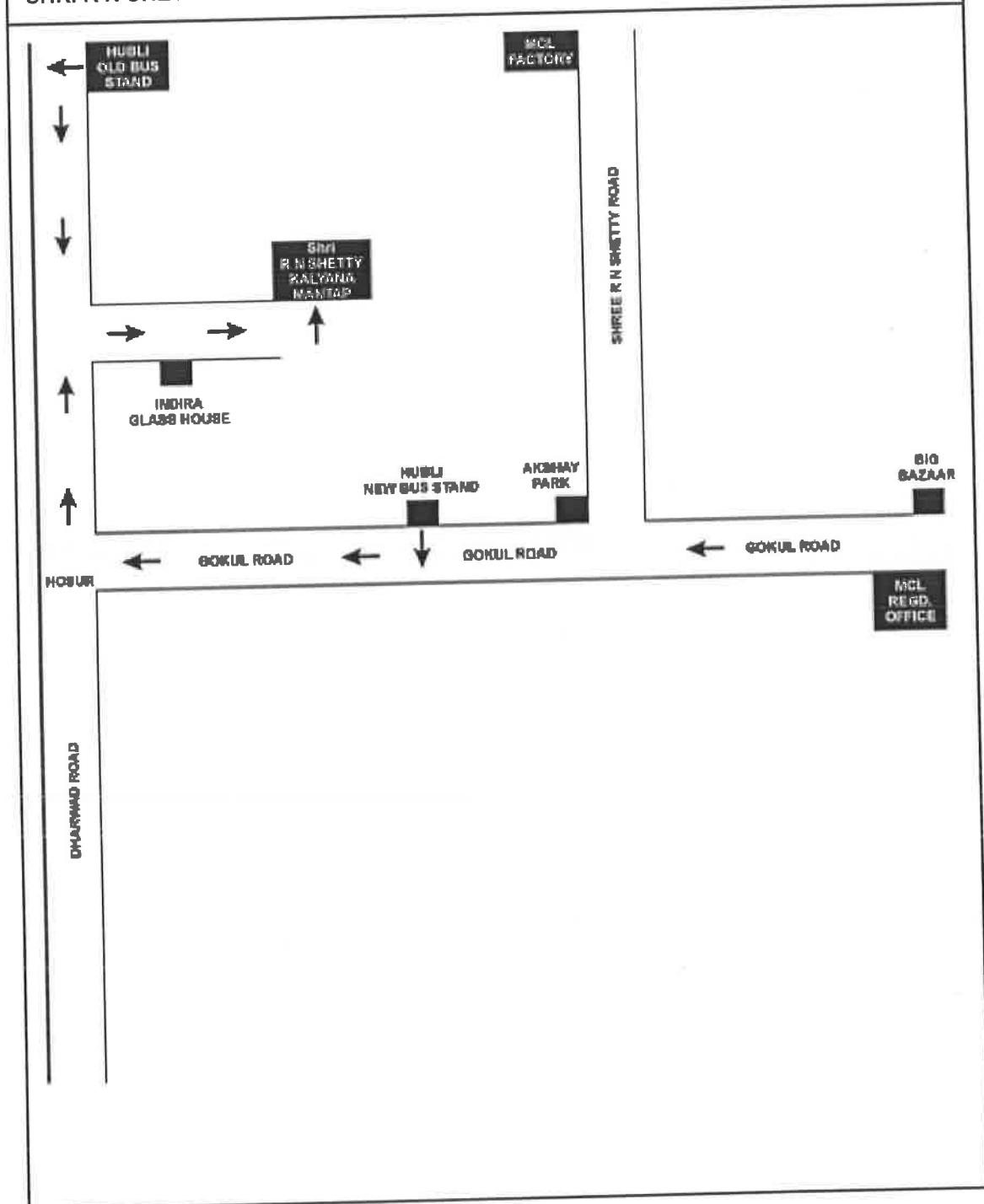
Name of the related party	Name of the Director or Key Managerial Personnel who is related if any	Nature of relationship	Nature, material terms, monetary value and particulars of contract or arrangement	Any other information
RNS Infrastructure Limited	Dr. Rama Nagappa Shetty, Shri Satish Rama Shetty, Shri Sunil Rama Shetty and Shri Naveen Rama Shetty	Group Company	Please refer Resolution No.4	There are common Directors in both the Companies

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members. None of Director or Key Managerial Personnel or their relatives other than mentioned above, is concerned or interested in the said resolution.

Place : Bengaluru
Date : July 30, 2016

By Order of the Board
For Murudeshwar Ceramics Limited
LAKSHMISHA BABU S
Company Secretary

SHRI R N SHETTY KALYANA MANTAP - AGM LOCATION



MURUDESHWAR CERAMICS LIMITED

Regd.Office : 604/B, Murudeshwar Bhavan, Gokul Road, Hubli - 580 030

CIN:L26914KA1983PLC005401

33rd ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Regd. Folio No/Client ID

Name & Address of First/Sole Shareholder

E-mail ID

No. of Shares.....

I hereby record my presence at the Annual General Meeting of the Company to be held on Friday, September 23rd, 2016 at 4 P.M at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli - 580 029.

Signature of the Member / Proxy

Members are requested to fill up the attendance slip and hand it over at the venue.

Members are requested to bring their copy of Annual Report to the meeting as no copies will be distributed at the venue.

MURUDESHWAR CERAMICS LIMITED

Regd. Office : 604/B, Murudeshwar Bhavan, Gokul Road, Hubli - 580 030

CIN: L26914KA1983PLC005401

33rd ANNUAL GENERAL MEETING**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L26914KA1983PLC005401
Name of the Company	MURUDESHWAR CERAMICS LIMITED
Registered Office	Murudeshwar Bhavan, Gokul Road, Hubli - 580 030
Name of the Member	
Registered Address	
E-mail ID	
Regd. Folio No. / Clent ID / DP ID	

I/We being the member(s) of _____ shares of the above named company, hereby appoint :

- 1) Name Address.....
E-mail ID..... Signature..... or failing him/her
- 2) Name Address.....
E-mail ID..... Signature..... or failing him/her
- 3) Name..... Address.....
E-mail ID..... Signature.....

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 33rd Annual General Meeting of the Company to be held on Friday, September 23, 2016 at 4 P.M at Shri R N Shetty Kalyana Mantap, Opp. Indra Glass House, Hubli - 580 029 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl.No.	RESOLUTIONS	Optional*	
		For	Against
	Ordinary Business		
1	Adoption of Financial Statements for the year ended 31st March, 2016		
2	Re-appointment of Shri Satish Rama Shetty who retires by rotation		
3	Appointment of M/s M A Narasimhan and Co, Chartered Accountants, as the Statutory Auditors of the Company		
	Special Business		
4	Authorised Board of Directors to enter into Related Party Transactions		

Signed this _____ day of _____, 2016

Affix Re. 1/-
Revenue
Stamp

Signature of shareholder: Signature of Proxy holder(s).....

Notes :

- The Proxy Form should be signed across the revenue stamp as per specimen signature(s) registered with the Company.
- The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
- A Proxy need not be member of the Company.
- Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.