MURUDESHWAR CERAMICS LTD.

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NAVEEN CERAMIC & VITRIFIED TILES

MCL: SEC:2016-17:

March 02, 2017

BSE Limited
P.J. Towers,
Dalal Street,
Mumbai-400 001.
Stock Code: 515037

National Stock Exchange of India Limited
Bandra Kurla Complex,
Bandra East,
Mumbai-400051.
Stock Code: MURUDCERA.EQ

Dear Sir/Madam,

Sub: Voting Results/Scrutinizer's Report of the Extra Ordinary General meeting held on 01.03.2017.

We are hereby enclosing the below mentioned documents of the Extra-ordinary General Meeting of the Company held on Wednesday, March 01, 2017 at 4.00 P M at R N Shetty Kalyana Mantapa, 1st Floor, Smt Sudha R N Shetty Hall, Opp. Indira Glass House, Hubli 580 029.

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-(Annexure- 1)
2. Report of the Scrutinizer dated March 01, 2017, pursuant to section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014-(Annexure- 2)
3. Gist of proceedings of the Extra-ordinary General Meeting of the Company(Annexure-3)

Thanking you,

Yoursfaithfully,
***for* MURUDESHWAR CERAMICS LIMITED**

Lakshmisha Babu S
Company Secretary

Date of the EGM	1-Mar-17
Total number of shareholders on record date	13259

No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	2
Public	48

No. of shareholders attended the meeting through Video Conferencing:	0
Promoters and Promoter Group	0
Public	0

1	Resolution required : (Ordinary / Special)				SPECIAL			
	Wheather Promoter/Promoter Group are interested in the agenda/resolution ?				YES			
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes polled on outstanding shares (3)=[(2)/(1)]*100**	**No. of votes in favour (4)**	**No. of votes against (5)**	**% of votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	25033286	12786822	51.0793	12786822	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	25033286	12786822	51.0793	12786822	0	100.0000	0.0000
Public - Institutions	E-Voting	213287	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	213287	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	15567349	498243	3.2006	494093	4150	99.1671	0.8329
	Poll		87171	0.5600	87171	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	15567349	585414	3.7605	581264	4150	99.2911	0.7089
GRAND TOTAL		**40813922**	**13372236**	**32.7639**	**13368086**	**4150**	99.9690	0.0310

LAKSHMISHA BABU
Company Secretary

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: Extra Ordinary General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Wednesday, March 1st, 2017 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 Wednesday, March 1st, 2017 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 26th February, 2017 from 9.00 AM IST and concluded on 28th February 2017 at 5.00 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 EGM held on 01.03.2017 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 results of Poll are given in the Annexure - I and results of E-Votes 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: 01.03.2017

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

Laxmi. J. Chinagudi.
Asst Accountant.

Satish. S. Hulagi
Asst Accountant.

Extra Ordinary General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Friday, March 1st, 2017 at 4 P.M at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli - 580 029

ANNEXURE-I 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	To allot 21,40,000 Eqiuty Shares abd 46,20,000 Convertible Share Warrants to Murudeshwar Power Corporation Limited a promoter group Company on preferntial basis	48	87171	100.000%	0	0	0.000%	NA	N A	NA

ANNEXURE-II 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	To allot 21,40,000 Eqiuty Shares abd 46,20,000 Convertible Share Warrants to Murudeshwar Power Corporation Limited a promoter group Company on preferntial basis	45	13280915	99.969%	3	4150	0.031%	0	0	0.000%

Extra Ordinary General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Friday, March 1st, 2017 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	To allot 21,40,000 Eqiuty Shares abd 46,20,000 Convertible Share Warrants to Murudeshwar Power Corporation Limited a promoter group Company on preferntial basis	93	13368086	99.969%	3	4150	0.031%	0	0	0.000%

Place: Hubli
Date: 01.03.2017

SUNIL SHAH & CO * HUBLI * COMPANY SECRETARIES

Sunil Shah
Company Secretary
Mem No 8717 Cop no 3289

MURUDESHWAR CERAMICS LTD.

GIST OF THE PROCEEDINGS PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF MURUDESHWAR CERAMICS LIMITED HELD ON MARCH 01, 2017, WEDNESDAY AT 04.00 PM. AT R N SHETTY KALYANA MANTAP, 1ST FLOOR, SMT SUDHA R N SHETTY HALL, OPP: INDIRA GLASS HOUSE, HUBLI-580029.

Members Present

Forty seven members were present including proxy representing their members below.

In addition to the above members following Directors/CFO/CS were present:

Shri. Satish R Shetty	: Managing Director (Member)
Shri. Naveen R Shetty	: Director (Member)
Dr.S.S.Hiremath	: Independent Director (Member)
Shri.Annappayya K	: Independent Director
Shri.Sankappa K Shetty	: Independent Director
Smt.Sarvani Alva	: Independent Director
Shri.N M Hedge	: CFO (Member)
Shri. Lakshmisha Babu.S	: Company Secretary & Compliance Officer

Mr. Sunil J. Shah,(Membership No. ACS:8717, COP No.3289) Practicing Company Secretary acting as Scrutinizer for e-voting were also present by invitation.

Dr.S.S.Hiremath took the Chair and acted as a Chairman for the meeting.

At 04.00 P.M., the Chairman welcomed the Members, Board of Directors and other invitees. The Chairman then announced that the requisite quorum being present, the meeting is called to be in order.

The Chairman then introduced the Directors seated on the dais to the members. He also informed that Dr. R N Shetty Chairman of the Company and Mr. Sunil R Shetty Director of the Company could not be present for the meeting due to other professional exigencies. The Chairman requested the Company Secretary to read the Notice convening the Extra Ordinary General Meeting along with the explanatory statement. The Company Secretary Read the notice. The Chairman then delivered his speech. The Managing Director explained the purpose of this EGM.

The Company Secretary informed to the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company has extended an e-voting facility to the members of the Company to all the members who hold the share of the Company as on February 22, 2017 (Cut-off Date) in respect of business to be transacted at the Extra-Ordinary General Meeting. He also stated that the e-voting commenced on February 26, 2017, (9.00 A.M.) and concluded on February 28, 2017 (5.00 P M). Mr. Sunil J Shah Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting

process in fair and transparent manner. He further said that as per provisions of the Companies Act, 2013 resolutions shall not be passed by show of hand as Company provided e-voting facility. Thus, the Company has arranged for a poll on the resolution to be passed in this meeting. He further informed that the poll would be taken up after Chairman's speech and shareholders queries/suggestions on the Company's accounts and business.

Thereafter, on the invitation of the Chairman, few members sought clarifications and gave their suggestions. The Chairman noted all the suggestions and clarified all their queries. The Chairman informed that all the certificates as mentioned in the Notice of EGM and as required under SEBI (ICDR) Regulations were placed before the meeting for the members inspection.

The Chairman thereafter ordered poll on the resolution as set out in the Notice of Extra Ordinary General Meeting. The chairman also requested members who have not voted through e-voting mechanism, to participate in Poll and cast their votes in proportion of their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. February 22, 2017. Polling papers was distributed to the members.

The following business was transacted at the meeting.

Sl.No.	Particulars	Nature of Resolution
1.	To allot 21,40,000 Equity Shares and 46,20,000 Convertible Share Warrants to Murudeshwar Power Corporation Limited a promoter/promoter group company on preferential basis	Special

Members then casted their votes on the ballot papers and deposited the same in the ballot box placed at the meeting hall. The Chairman informed that the combined result of e-voting and the poll will be informed to Stock Exchanges (NSE and BSE) along with report of Scrutinizer for e-voting and the poll after concluding this meeting but within 48 hours from now. He also informed the same report will be made available on the website of the Company, NSE, BSE and NSDL. The Chairman then thanked all the members and Directors present and announced the formal closure of the Extra-Ordinary General Meeting of the Company at 4.55 P.M.

LAKSHMISHA BABU
Company Secretary