MURUDESHWAR CERAMICS LTD.
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:2017:4316 22.09.2017.

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

Dear Sir/Madam,

Sub: Gist of the Proceedings of the Annual General Meeting held on 22.09. 2017

We are hereby enclosing a gist of proceedings of the 34th Annual General Meeting of the Company held on 22.09.2017 at 4.00PM at R N Shetty, Kalyana Mantap, Opp: Indira Glass House, Hubli-580029.

This is in compliance with Regulation 30, Part-A of Schedule –III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Thanking you,

Yours faithfully,

For Murudeshwar Ceramics Limited

SATISH RAMA SHETTY
Managing Director
DIN:00037526

MURUDESHWAR CERAMICS LTD.

GIST OF THE PROCEEDINGS PASSED AT THE 34TH ANNUAL GENERAL MEETING OF MURUDESHWAR CERAMICS LIMITED HELD ON FRIDAYSEPTEMBER 22, 2017 AT 04.00 PM. AT SHRI R N SHETTY KALYANA MANTAP, OPP: INDIRA GLASS HOUSE, HUBLI-580029.

Members Present

60 members were present including proxy representing their members.

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

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

Mr. M A Parthanarayan Representing M/s M A Narasimhan & Co., Chartered Accountants (ICAI Registration No. 002347S),Statutory Auditors of the Company and 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.

Mr. Satish R Shetty took the Chair except for resolution No.4 which was chaired by Dr.S.S.Hiremath.

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 the introduced the Director seated on the dais to the members. He also informed that Dr. R N Shetty Chairman, Mr. Sunil R Shetty, Mr. Naveen R Shetty and Mrs. Sarvani Alva Directors of the Company could not be present for the meeting due to other professional exigencies. The Chairman requested the members that the Notice convening the 34th Annual General Meeting along with the explanatory statement may be taken as read and members agreed for the same. The Company Secretary then read the Auditors Report. The Chairman then delivered his speech.

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 a e-voting facility to the members of the Company to all the members who hold the share of our Company as on September 15, 2017 (Cutoff Date) in respect of business to be transacted at the Annual General Meeting. He also stated that the e-voting commenced on September 19, 2017

MURUDESHWAR CERAMICS LTD. HUBLI-580 030.

(9.00 A.M.) to September 21, 2017 (5.00 P M). Mr. Sunil J Shah Practicing Company Secretaries 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 four resolutions to be passed in this meeting. He further informed that the poll will be taken up after shareholders queries/suggestions on the Company's accounts and business.

Thereafter on the invitation of the Chairman, few members gave sought clarifications and gave their suggestions on the Company's accounts and business. The Chairman noted all the suggestions and clarified all their queries.

The Chairman order poll on the resolutions of ordinary and special business set out in the notice of Annual 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 cutoff date i.e. September 15, 2017. Polling papers was distributed to the members.

The following business was transacted at the meeting.

Sl.No.	Particulars	Nature of Business
1.	Adoption of Financial Statements for the year ended 31st March, 2017	Ordinary
2.	Re-appointment of Shri Naveen Rama Shetty (DIN 00058779) who retires by rotation	Ordinary
3.	Appointment of M/s K A Raghupathy& Co., (FRN 0115735) Chartered Accountants as the Statutory Auditors of the Company.	Ordinary
4.	To reappoint Shri Satish Rama Shetty(DIN 00037526) as Managing Director of the Company	Special

The members then casted their votes on the Polling 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 conclusion of 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 34th Annual General Meeting of the Company at 4.55 P.M.

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MCL:SEC:2017:4314 22.09.2017.

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

Dear Sir/Madam,

Sub: Scrutinizer's Report of the Annual General Meeting held on 22.09.2017.

We are hereby enclosing the below mentioned documents of the 34th Annual General Meeting of the Company held on Friday, September 22, 2017 at 4.00PM at R N Shetty Kalyan Mantap, Indira Glass House, Hubli-580029.

1. Report of the Scrutinizer dated September 22, 2017 pursuant to section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administaration) Rules ,2014 –(Annexure-1)

Thanking you,

Yours faithfully,

For Murudehwar Ceramics Limited

SATISH RAMA SHETTY
Managing Director
DIN:00037526

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: 34th Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Friday, September 22nd, 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 Friday, September 22nd, 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 19th September, 2017 from 9.00 AM IST and concluded on 21st September 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 AGM held on 22.09.2017 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: 22.09.2017

SUNIL SHAH & CO HUBLI

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

Laxmi J Chinagudi.
At II Aralikatti

Satish S. Hulagur.
At! Mantur

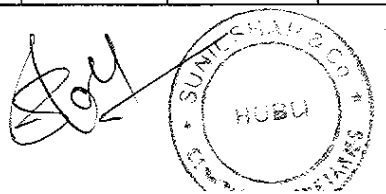
34th Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Friday, September 22nd, 2017 at 4 P.M at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli - 580 029

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	Adoption of Financial Statements for the year ended 31st March, 2017	61	4347624	100.000%	0	0	0.000%	0	0	0.000%
2	Re-appointment of Shri Naveen Rama Shetty (DIN 00058779) who retires by rotation	61	4347624	100.000%	0	0	0.000%	0	0	0.000%
3	To appoint of M/s. K.A. Raghupathy & Co., (Firm Registration No.0115735) Chartered Accountants, Bengaluru, as the Statutory Auditors of the Company.	61	4347624	100.000%	0	0	0.000%	0	0	0.000%
4	To re-appoint Shri Satish Rama Shetty (DIN 00037526), as Managing Director of the Company.	59	2137222	100.000%	0	0	0.000%	0	0	0.000%

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	Adoption of Financial Statements for the year ended 31st March, 2017	64	25684937	100.000%	0	0	0.000%	NA	N A	NA
2	Re-appointment of Shri Naveen Rama Shetty (DIN 00058779) who retires by rotation	61	25121928	99.990%	2	2507	0.010%	NA	NA	NA
3	To appoint of M/s. K.A. Raghupathy & Co., (Firm Registration No.0115735) Chartered Accountants, Bengaluru, as the Statutory Auditors of the Company.	64	25684937	100.000%	0	0	0.000%	NA	NA	NA
4	To re-appoint Shri Satish Rama Shetty (DIN 00037526), as Managing Director of the Company.	61	25682030	99.989%	3	2907	0.011%	NA	NA	NA



34th Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Friday, September 22nd, 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	Adoption of Financial Statements for the year ended 31st March, 2017	125	30032561	100.000%	0	0	0.000%	0	0	0.000%
2	Re-appointment of Shri Naveen Rama Shetty (DIN 00058779) who retires by rotation	122	29469552	99.991%	2	2507	0.009%	0	0	0.000%
3	To appoint of M/s. K.A. Raghupathy & Co., (Firm Registration No.0115735) Chartered Accountants, Bengaluru, as the Statutory Auditors of the Company.	125	30032561	100.000%	0	0	0.000%	0	0	0.000%
4	To re-appoint Shri Satish Rama Shetty (DIN 00037526), as Managing Director of the Company.	120	27819252	99.990%	3	2907	0.010%	0	0	0.000%

100.000%

SUNIL SHAH & CO HUBLI COMPANY SECRETARIES

Sunil Shah
Company Secretary
Mem No 8717 Cop no 3289

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MCL:SEC:2017:4317

22.09.2017.

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

Dear Sir/Madam,

Sub: Voting Results of the Annual General Meeting held on 22.09.2017.

We are hereby enclosing the below mentioned documents of the 34th Annual General Meeting of the Company held on Friday, September 22, 2017 at 4.00PM at R N Shetty Kalyan Mantap, Indira Glass House, Hubli-580029.

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-(Annexure -1)

Thanking you,

Yours faithfully,

For Murudehwar Ceramics Limited

SATISH RAMA SHETTY
Managing Director
DIN:00037526

Date of the AGM	22-Sep-17
Total number of shareholders on record date	14628

No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	6
Public	57

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

1	Resolution required : (Ordinary / Special)	Ordinary
	Wheather Promoter/Promoter Group are interested in the agenda/resolution ?	NO

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	29423286	25424978	86.4111	25424978	0	100.0000	0
	Poll		3909806	13.2881	3909806	0	100.0000	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0
	Total	29423286	29334784	99.6992	29334784	0	100.0000	0
Public - Institutions	E-Voting	213287	0	0.0000	0	0	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
	Total	213287	0	0.0000	0	0	0.0000	0
Public - Non Institutions	E-Voting	15567349	259959	1.6699	259959	0	100.0000	0
	Poll		437818	2.8124	437818	0	100.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
	Total	15567349	697777	4.4823	697777	0	100.0000	0
GRAND TOTAL		45203922	30032561	66.4380	30032561	0	100.0000	0

MURUDESHWAR CERAMICS LTD. HUBLI-580 030.

2	Resolution required : (Ordinary / Special)					Ordinary			
	Wheather Promoter/Promoter Group are interested in the agenda/resolution ?					NO			
	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	29423286	24864476	84.5061	24864476	0	100.0000	0
		Poll		3909806	13.2881	3909806	0	100.0000	0
		Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0
		Total	29423286	28774282	97.7943	28774282	0	100.0000	0
	Public - Institutions	E-Voting	213287	0	0.0000	0	0	0.0000	0
		Poll		0	0.0000	0	0	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
		Total	213287	0	0.0000	0	0	0.0000	0
	Public - Non Institutions	E-Voting	15567349	259959	1.6699	257452	2507	99.0356	0.9644
		Poll		437818	2.8124	437818	0	100.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
		Total	15567349	697777	4.4823	695270	2507	99.6407	0.3593
	GRAND TOTAL		**45203922**	**29472059**	65.1980	**29469552**	**2507**	99.9915	0.0085
3	Resolution required : (Ordinary / Special)					Ordinary			
	Wheather Promoter/Promoter Group are interested in the agenda/resolution ?					NO			
	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	29423286	25424978	86.4111	25424978	0	100.0000	0
		Poll		3909806	13.2881	3909806	0	100.0000	0
		Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0
		Total	29423286	29334784	99.6992	29334784	0	100.0000	0

Public - Institutions	E-Voting	213287	0	0.0000	0	0	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
	Total	213287	0	0.0000	0	0	0.0000	0
Public - Non Institutions	E-Voting	15567349	259959	1.6699	259959	0	100.0000	0
	Poll		437818	2.8124	437818	0	100.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
	Total	15567349	697777	4.4823	697777	0	100.0000	0
GRAND TOTAL		45203922	30032561	66.4380	30032561	0	100.00	0

4	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	29423286	25424978	86.4111	25424978	0	100.0000	0.0000
	Poll		1699404	5.7757	1699404	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	29423286	27124382	92.1868	27124382	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	259959	1.6699	257052	2907	98.8817	1.1183
	Poll		437818	2.8124	437818	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	15567349	697777	4.4823	694870	2907	99.5834	0.4166
GRAND TOTAL		45203922	27822159	61.5481	27819252	2907	99.9896	0.0104