MURUDESHWAR CERAMICS LTD.

604/B, Murudeshwar Bhavan, Gokul Road, Hubli - 580 030. India. ☎: 2331615-18 FAX : (0836) 4252583
Office : E-mail : mclho@naveentile.com/ndtmktg@naveentile.com CIN : L26914KA1983PLC005401
Factory : Krishnapur Village, Hubli - 580 024 ☎: 2206741, Fax : 2206773 E-mail : mclplant@bsnl.in

NAVEEN CERAMIC & VITRIFIED TILES

September 24, 2016

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 Annual General meeting held on 23.09 2016.

We are hereby enclosing the below mentioned documents of the 33rd Annual General Meeting of the Company held on Friday, September 23, 2016 at 4.00 P M at R N Shetty Kalyana Mantapa, 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 September 23, 2016, pursuant to section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014-(Annexure- 2)

Thanking you,

Yours faithfully,
for **MURUDESHWAR CERAMICS LIMITED**

Lakshmisha Babu S
Company Secretary

ANNEXURE - 1

MURUDESHWAR CERAMICS LIMITED
Regd. Office: Murudeshwar Bhavan,
604/B, Gokul Road,
HUBLI-580 030.

Date of the AGM	23-Sep-16
Total number of shareholders on record date	11328

No. of shareholders present in the meeting either in person or through proxy:	81
Promoters and Promoter Group	5
Public	76

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	25033286	20932770	83.620	20932770	0	100.000	0.000
	Poll		3971114	15.863	3971114	0	100.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0.000	0.000
	Total	25033286	24903884	99.483	24903884	0	100.000	0.000
Public - Institutions	E-Voting	213287	0	0			0.000	0.000
	Poll		0	0			0.000	0.000
	Postal Ballot (if applicable)		0	0	0	0	0.000	0.000
	Total	213287	0	0	0	0	0.000	0
Public - Non Institutions	E-Voting	15567349	247341	1.589	246941	400	99.838	0.162
	Poll		319842	2.055	319842	0	100.000	0.000
	Postal Ballot (if applicable)		0	0	0	0	0.000	0
	Total	15567349	567183	3.643	566783	400	99.929	0.162
GRAND TOTAL		40813922	25471067	62.408	25470667	400	99.998	0.002

MURUDESHWAR CERAMICS LIMITED
Regd. Office: Murudeshwar Bhavan,
604/B, Gokul Road,
HUBLI-580 030.

2	Resolution required : (Ordinary / Special)					Ordinary			
	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	20932770	83.620	20932770		100.000	0.000
		Poll		1760712	7.033	1760712		100.000	0.000
		Postal Ballot (if applicable)	0	0	0	0	0	0.000	0.000
		Total	25033286	22693482	90.653	22693482	0	100	0
	Public - Institutions	E-Voting	213287		0			0.000	0.000
		Poll			0			0.000	0.000
		Postal Ballot (if applicable)		0	0	0	0	0.000	0.000
		Total	213287	0	0	0	0	0	0
	Public - Non Institutions	E-Voting	15567349	244141	1.568	243091	1050	99.570	0.430
		Poll		319842	2.055	319717	125	99.961	0.039
		Postal Ballot (if applicable)		0	0	0	0	0.000	0.000
		Total	15567349	563983	3.623	562808	1175	99.792	0.469
	GRAND TOTAL		40813922	23257465	56.984	23256290	1175	99.995	0.005
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	25033286	20932770	83.620	20932770		100.000	0.000
		Poll		3971114	15.863	3971114		100.000	0.000
		Postal Ballot (if applicable)	0	0	0.000		0	0	0
		Total	25033286	24903884	99.483	24903884	0	200	0
	Public - Institutions	E-Voting	213287		0.000			0.000	0.000
		Poll			0.000			0.000	0.000
		Postal Ballot (if applicable)		0	0.000	0	0	0	0.000
		Total	213287	0	0	0	0	0.000	0
	Public - Non Institutions	E-Voting	15567349	244141	1.568	243141	1000	99.590	0.410
		Poll		319842	2.055	319842	0	100	0.000
		Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
		Total	15567349	563983	3.623	562983	1000	99.823	0.410
	GRAND TOTAL		40813922	25467867	62.400	25466867	1000	99.996	0.004

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	25033286	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	25033286	0	0	0	0	0	0
Public - Institutions	E-Voting	213287	0	0	0	0	0.000	0.000
	Poll			0			0.000	0.000
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	213287	0	0	0	0	0.00	0
Public - Non Institutions	E-Voting	15567349	246641	1.584	241341	5300	97.851	2.149
	Poll		319842	2.055	319832	10	100.00	0.003
	Postal Ballot (if applicable)			0	0	0	0	0
	Total	15567349	566483	3.639	561173	5310	99.063	2.152
GRAND TOTAL		40813922	566483	1.388	561173	5310	99.063	0.937

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HUBLI-580 030.

For MURUDESHWAR CERAMICS LIMITED

LAKSHMISHA BABU S
COMPANY SECRETARY

ANNEXURE-2

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: 33rd Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Friday, September 23rd, 2016 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 23rd, 2016 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 20th September, 2016 from 9.00 AM IST and concluded on 22nd September 2016 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 23.09.2016 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,

SUNIL SHAH
Company Secretary
Mem No 8717
COP No 3289

Place: Hubli
Dated: 23.09.2016

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

Laxmi. J. Chinagudi
At N Aralikatti

At: Maradur

33rd Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Friday, September 23rd, 2016 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, 2016	81	4290956	100.000%	0	0	0.000%	0	0	0.000%
2	Re-appointment of Shri Satish Rama Shetty (DIN 00037526) who retires by rotation	77	2080429	99.994%	2	125	0.006%	0	0	0.000%
3	Appointment of M/s M A Narasimhan and Co, Chartered Accountants, as the Statutory Auditors of the Company.	81	4290956	100.000%	0	0	0.000%	0	0	0.000%
4	Special Resolution passed under Section 188 of the Companies Act,2013 for authorising Board of Directors to enter into related party transactions	70	319832	99.997%	1	10	0.003%	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, 2016	42	21179711	99.998%	1	400	0.002%	NA	N A	NA
2	Re-appointment of Shri Satish Rama Shetty (DIN 00037526) who retires by rotation	40	21175861	99.995%	2	1050	0.005%	NA	NA	NA
3	Appointment of M/s M A Narasimhan and Co, Chartered Accountants, as the Statutory Auditors of the Company.	41	21175911	99.995%	1	1000	0.005%	NA	NA	NA
4	Special Resolution passed under Section 188 of the Companies Act,2013 for authorising Board of Directors to enter into related party transactions	20	241341	97.772%	4	5500	2.228%	NA	NA	NA

33rd Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Friday, September 23rd, 2016 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, 2016	123	25470667	99.998%	1	400	0.002%	0	0	0.000%
2	Re-appointment of Shri Satish Rama Shetty (DIN 00037526) who retires by rotation	117	23256290	99.995%	4	1175	0.005%	0	0	0.000%
3	Appointment of M/s M A Narasimhan and Co, Chartered Accountants, as the Statutory Auditors of the Company.	122	25466867	99.996%	1	1000	0.004%	0	0	0.000%
4	Special Resolution passed under Section 188 of the Companies Act,2013 for authorising Board of Directors to enter into related party transactions	90	561173	99.028%	5	5510	0.972%	0	0	0.000%

100.000%

Sunil Shah
Company Secretary
Mem No 8717 Cop no 3289

SUNIL SHAH & CO. HUBLI COMPANY SECRETARIES