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: 2015:

28.09.2015,

National Stock Exchange of India Limited
Exchange Plaza,
BandraKurla 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-26.09.2015

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 r*Murudeshwar Ceramics Limited**

Lakshmisha Babu S
Company Secretary

MURUDESHWAR CERAMICS LTD.

Date of AGM	Sept 26, 2015	
Total No. of Shareholders as on record date		11431
No. of shareholders present in the meeting either in person or through proxy		53
Promoter and Promoter Group		12
Public		41
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 23, 2015 to Sept 25, 2015 and Poll conducted at the Annual General Meeting General Meeting of the Company held on Sept 26, 2015.

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	24310432	97.112%	24310432	0	100.000%	0.000%
Adoption of Finanical Statements for the year ended March 31, 2015 (Ordinary Resolution)	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
	Public -others	15564349	542444	3.485%	542444	0	100.000%	0.000%
	Total	40812922	24852876	60.895%	24852876	0	100.000%	0.000%
Resolution No.2	Promoter and Promoter group	25033286	24310432	97.112%	24310432	0	100.000%	0.000%
Re-appointment of Shri Sunil R Shetty (DIN 00037572) who retires by rotation (Ordinary Resolution)	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
	Public -others	15564349	542444	3.485%	539743	2701	99.502%	0.498%
	Total	40812922	24852876	60.895%	24850175	2701	99.989%	0.011%
Resolution No.3	Promoter and Promoter group	25033286	24310432	97.112%	24310432	0	100.000%	0.000%
Appointment of M/s. M A Narasimhan and Co, Chartered Accountants as the Statutory Auditors of the Company (Oridnary	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
	Public -others	15564349	542444	3.485%	540243	2201	99.594%	0.406%
	Total	40812922	24852876	60.895%	24850675	2201	99.991%	0.009%
			0					
Resolution No.4	Promoter and Promoter group	25033286	0	0.000%	0	0	0.000%	0.000%
Authorise Board of Directors to enter into Related party transactions (Special Resolution)	Public -Institutional Holders	215287	0	0.000%	0	0	0.000%	0.000%
	Public -others	15564349	542444	3.485%	535222	7222	98.669%	1.331%
	Total	40812922	542444	1.329%	535222	7222	98.669%	1.331%

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: 32nd Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Saturday, September 26th 2015 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 26th, 2015 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 23 September, 2015 from 9.00 AM IST and concluded on 25 September 2015 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 26.09.2015 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 3289

Place: Hubli
Dated: 26.09.2015

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

(1) Manju Bankar
Shri Ramlingeshwar nagar
Gokul Road Hubli

(2) Ramachandra HL
75/1, 5th main Road,
Dwarakanagar, Hosakerehalli
BSK 3rd Stage, Bangalore-560085.

32nd Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Saturday, September 26th, 2015 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, 2015	48	22956245	100.000%	0	0	0.000%	0	0	0.000%
2	Re-appointment of Shri Sunil Rama Shetty (DIN 00037572) who retires by rotation	48	22956245	100.000%	0	0	0.000%	0	0	0.000%
3	Appointment of M/s M A Narasimhan and Co, Chartered Accountants, as the Statutory Auditors of the Company.	48	22956245	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	48	10761	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, 2015	108	1896631	100.000%	0	0	0.000%	NA	N A	NA
2	Re-appointment of Shri Sunil Rama Shetty (DIN 00037572) who retires by rotation	106	1893930	99.858%	2	2701	0.142%	NA	NA	NA
3	Appointment of M/s M A Narasimhan and Co, Chartered Accountants, as the Statutory Auditors of the Company.	106	1894430	99.884%	2	2201	0.116%	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	92	524461	98.642%	5	7222	1.358%	NA	NA	NA



32nd Annual General Meeting of the Equity Shareholders of Murudeshwar Ceramics Limited Held on Saturday, September 26th, 2015 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, 2015	156	24852876	100.000%	0	0	0.000%	0	0	0.000%
2	Re-appointment of Shri Sunil Rama Shetty (DIN 00037572) who retires by rotation	154	24850175	99.989%	2	2701	0.011%	0	0	0.000%
3	Appointment of M/s M A Narasimhan and Co, Chartered Accountants, as the Statutory Auditors of the Company.	154	24850675	99.991%	2	2201	0.009%	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	140	535222	98.669%	5	7222	1.331%	0	0	0.000%

SUNIL SHAH & CO HUBLI COMPANY SECRETARIES

SUNIL SHAH
Company Secretary
Mem No 8717
COP No. 3289

Sunil Shah
Company Secretary
Mem No 8717 Cop no 3289