

MCL: SEC: 2022

Date: 08.12.2022

To,
Bombay Stock Exchange Limited
Floor 25, P J Towers, Dalal Street,
MUMBAI 400 001.
STOCK CODE: 515037

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), MUMBAI 400 051.
STOCK CODE: MURUDCERA.EQ

Sub: Declaration of Result of Postal Ballot in terms of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and submission of Scrutinizer's Report.

Dear Sir/ Madam,

In continuation to our intimation Letter MCL: SEC: 2022 dated 05th November, 2022, for dispatch of Notice of Postal Ballot through email to all the shareholders whose email id is registered with our RTA/ Depository for getting approval from shareholders of the company to issue of Shares Warrants on a preferential basis convertible into equal number of Equity Shares to promoters' group of the Company.

Further, please find enclosed hereunder:

1. Voting results of Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Report of Scrutinizer dated 07th December, 2022.

The above resolution has been passed by Shareholders of the company through Postal Ballot by remote e-voting by requisite majority.

The same is also uploaded on the Company's website at www.naveentile.com.

This is for your information and records.

Thanking you,

Yours faithfully

For Murudeshwar Ceramics Limited

Ashok Kumar
Company Secretary &
Compliance Officer



Encl.: as above.

RESULT OF POSTAL BALLOT E-VOTING

Resolution required: (Ordinary / Special)

Resolution required: (Ordinary / Special)	Special
Name of the Company	Murudeshwar Ceramics Limited
Date of the Postal ballot	07-12-2022 (9.00 A.M. on Tuesday, 8 th November, 2022 and ends at 5.00 P.M. on Wednesday, 07 th December, 2022)
Total number of shareholders on cut-off date i.e, October 28, 2022	20385

Whether promoter/promoter group are interested in the agenda/resolution?

Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Issuance of Shares Warrants convertible into equal number of Equity Shares to Murudeshwar Power Corporation Private Limited and RNS Infrastructure Limited, promoters' group of the Company, on a preferential basis

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% 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		3324606	100.0000	3324606	(5)	100.0000	0.0000
	Poll	3324606	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3324606	3324606	100.0000	3324606	0	100.0000	0.0000
Public-Institutions	E-Voting		545715	100.0000	541980	3735	99.3156	0.6844
	Poll	545715	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	545715	545715	100.0000	541980	3735	99.3156	0.6844
Public- Non Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total	3870321	3870321	100.0000	3866586	3735	99.9035	0.0965

Whether resolution is Pass or Not.

Yes

Sunil Shah & Co
Company Secretary

Ph 2365869 Email sunil_j_shah@yahoo.com
T-22, 3rd Floor Satellite Complex,
Koppikar Road, Hubli - 580020

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 110 of the Companies Act, 2013 and rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
Murudeshwar Ceramics Limited,
Hubli.

Sub: Scrutinizers Report on Postal Ballot & E-voting process results of the Equity Shareholders of Murudeshwar Ceramics Limited Held between 9.00 AM on Tuesday, November 8th, 2022 to 5.00 PM on Wednesday, December 7th 2022.

Dear Sir,

I, Sunil Javeerchand Shah, Company Secretary and a whole-time Practicing Company Secretary was appointed as Scrutineer by the Board of Directors of Murudeshwar Ceramics Limited (the Company) for scrutinizing postal ballot which was conducted only through electronic means in respect of the resolutions contained in the Notice dated **October 31, 2022** in a fair and transparent manner and for ascertaining the requisite majority for the resolutions proposed to be passed with respect to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in terms of the General Circular nos. 14/2020 dated April 08, 2020, Circular no.17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 05, 2020, Circular no. 02/2021 dated January 13, 2021 and circular no. 02/2022 dated 05.05.2022, issued by the Ministry of Corporate Affairs (the 'MCA Circulars'), (collectively referred to as "Applicable Circulars") allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means (e-voting) and other applicable laws and regulations for the time being in force for transacting the Special Business by the members the Company by way of Postal Ballot which includes voting by electronic means ("e-voting") only on the resolutions as set-out in the notice of Postal Ballot and I submit our report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Act, and Rules made thereunder including MCA Circulars issued by the MCA in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and SEBI Listing Regulation, relating to postal ballot process conducted through electronic means.
2. The Company has appointed NSDL as the Agency, for providing the facility of remote e-voting to the Members of the Company. Agency has provided a system for recording the votes of the shareholders electronically.
3. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of Postal Ballot.
4. Pursuant to the MCA Circulars the Members of the Company holding equity shares, as on the "cut-off date" i.e. **October 31, 2022** were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated **October 31, 2022**, through remote e-voting only.



5. The remote e-voting period commenced from **9.00 AM on Tuesday, November 8th, 2022 to 5.00 PM on Wednesday, December 7th 2022** at the e-voting Platform on the designated website. E-voting facility was blocked forthwith thereafter.

6. Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice(s) to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited /Central Depository Services (India) Limited as on the Cut-off date i.e. **October 28, 2022** and whose e-mail IDs was available with the Company and Depositories, through electronic means only and has not dispatched physical notices to any member. However, the Company has also given an additional opportunity to its members to update their credentials with the Company through a public notice dated **8th November, 2022**. Further the Company vide the Postal Ballot E-notice dated **November 8, 2022**, had also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company.

7. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time & MCA circulars, on Tuesday, November 8, 2022, public notices were published by the Company in Financial Express ('English Newspaper') and in Samyukta Karnataka ('Kannada Newspaper') informing about the completion of dispatch of Postal Ballot notices to its shareholders through electronic means, along with all requisite document.

8. I monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by NSDL through its designated website.

9. Due to COVID-19, pandemic and nationwide restrictions announced by the Central/State Government, physical ballot was not dispatched and provisions of Applicable MCA Circulars dated 8th April, 2020 and 13th April, 2020 were adhered. Therefore, notices have not been sent by any postal ballot(s).

10. After completion of e voting, votes casted by the members were unblocked by me in the presence of two witnesses who are not in the employment of the Company.

11. The remote e-voting report downloaded from the website of NSDL have been kept separately for the purpose of postal ballot.

12. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.

13. The Postal Ballots and other related documents/registers and record will be handed over to the Company Secretary for the safe custody once the Chairman consider, approve and sign the Postal Ballot Minutes.

14. After ascertaining the votes casted by remote e-voting, I hereby submit the result as given in the Annexure which is attached to this report.

15. Based on the above remote e-voting, I confirm that the resolutions have been carried on with the requisite majority, accordingly I request the Company, to announce the voting result of Postal Ballot.

Thanking you,

Place: Hubli

Dated: 07.12.2022



Yours faithfully,
For Suni Shah & Co

Sunil J Shah, Company Secretary,
Mem No 8717 COP No 3289
Scrutinizer
UDIN No: **A008717D002614045**

M.S. Pujar

Manjunath. S. Pujar
ATT. HUBLI

AT: Hubli

Savitri A. Manvi

ANNEXURE TO SCRUTINISERS REPORT -E Voting Results

E-voting process results of the Equity Shareholders of Murudeshwar Ceramics Limited Held between 9.00 AM on Tuesday, November 8th, 2022 to 5.00 PM on Wednesday, December 7th 2022.

No	Subject of Resolution	Favour			Against			Total Valid Votes		
		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	Issuance of Shares Warrants convertible into equal number of Equity Shares to Murudeshwar Power Corporation Private Limited and RNS Infrastructure Limited, promoters' group of the Company, on a preferential basis Issuance of Shares Warrants convertible into equal number of Equity Shares to Murudeshwar Power Corporation Private Limited and RNS Infrastructure Limited, promoters' group of the Company, on a preferential basis	141	3866586	99.903%	14	3735	0.097%	155	3870321	100%

Date: 07.12.2022



Sunil Shah
Company Secretary
Mem No 8717 Cop no 3289