

MCL: SEC: 2020

December 28, 2020

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 the Postal Ballot as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and submission of Scrutinizer's Report.

Dear Sir/ Madam,

In continuation to our intimation Letter MCL: SEC: 2020 dated 25th November, 2020, the Company had issued a Postal Ballot Notice dated 13th November, 2020, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking the approval of the Members of the Company, by way of Special Resolution in respect of the following Special Business item as set out in the Postal Ballot Notice:

- 1. Issuance of Equity Shares and Shares Warrants convertible into Equity Shares to Murudeshwar Power Corporation Limited and Naveen Mechanised Construction Company Private Limited, promoters group of the Companies, on a preferential basis.*

We wish to inform you that Shri Sunil J Shah, Practicing Company Secretary (Membership No. ACS: 8717 and COP No. 3289) who was appointed as the Scrutinizer by the Board of Directors of the Company at its meeting held on 13th November, 2020 for the aforesaid Postal Ballot process, has submitted his report dated 28.12.2020.

As per the aforesaid Scrutinizer's Report, the Members of the Company have duly approved the resolution as embodied in the Postal Ballot Notice dated 13th November, 2020 with requisite majority. The aforesaid resolutions are deemed to have been passed on the last date of e-voting i.e. on Saturday, 26th December, 2020.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, the details of voting results in the prescribed format is enclosed herewith for your information and records. The same is also uploaded on the Company's website at www.naveentile.com.

A duly certified copy of the Report of the Scrutinizer in this regard is also enclosed herewith. Kindly acknowledge the receipt of the same and take on your records.

Thanking you,

Yours faithfully

For Murudeshwar Ceramics Limited



Ashok Kumar
Company Secretary & Compliance Officer



Enclosed as above.

An ISO 9001-2008 Certified Company

**NOTICE TO THE MEMBERS
DECLARATION OF RESULT OF POSTAL BALLOT**

Pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), consent of the Members of the Company was sought by way of Special Resolution as set out in the Postal Ballot Notice dated 13th November, 2020 by means of voting through electronic means (remote e-voting).

- 1. Issuance of Equity Shares and Shares Warrants convertible into Equity Shares to Murudeshwar Power Corporation Limited and Naveen Mechanised Construction Company Private Limited, promoters group of the Company, on a preferential basis.*

Postal Ballot Notice containing the Resolutions together with the explanatory statement annexed to the Notice was sent to all the Members of the Company through e-mail and end date of e-voting was 26th December, 2020. Shri Sunil J Shah, Practicing Company Secretary (Membership No. ACS: 8717 and COP No. 3289), Practicing Company Secretaries, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer has submitted his Report dated 28th December, 2020 and on the basis of the Report of the Scrutinizer on the voting done through remote e-voting by the Members, it is hereby declared that the resolution as set out in the Postal Ballot Notice dated 13th November, 2020 has been duly passed by the Members of the Company with the requisite majority.

The details of the voting activities and results thereon of the resolutions passed through Postal Ballot process (including e- voting) is reproduced hereunder:

BenPos Date for sending Notice	06.11.2020
Date of completion of dispatch of Notice	24.11.2020
Remote E-voting Start Date	27.11.2020
Remote E-voting Start Time	9:00 A.M. IST
Remote E-voting end Date	26.12.2020
Remote E-voting end Time	5:00 P.M. IST

The report of the Scrutinizer is enclosed herewith.

Thanking you,

Yours faithfully
(On behalf of the Chairman)
For Murudeshwar Ceramics Limited



Ashok Kumar

Company Secretary & Compliance Officer



Enclosed as above.

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Details of Voting

Resolution (1)									
Resolution required: (Ordinary / Special)		Special							
Whether promoter/promoter group are interested in the agenda/resolution?		Yes							
Description of resolution considered		Issuance of Equity Shares and Shares Warrants convertible into Equity Shares to Murudeshwar Power Corporation Limited and Naveen Mechanised Construction Company Private 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	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	
Promoter and Promoter Group	E-Voting	13585880	13585880	100.0000	13585880	0	100.0000	0.0000	
	Poll	13585880	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0	
	Total	13585880	13585880	100.0000	13585880	0	100.0000	0.0000	
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public-Non Institutions	E-Voting		528940	100.0000	478599	50341	90.4827	9.5173	
	Poll	528940	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0	
	Total	528940	528940	100.0000	478599	50341	90.4827	9.5173	
Total		14114820	14114820	100.0000	14064479	50341	99.6433	0.3567	
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 Friday, November 27th, 2020 to 5.00 PM on Saturday, December 26th 2020.

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 for scrutinizing postal ballot which was conducted only through electronic means in respect of the resolutions contained in the Notice dated November 13, 2020 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) and in terms of the General Circular No.14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April 2020 (the "MCA Circulars"), issued by the Ministry of Corporate Affairs, Government of India (the "MCA,") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["SEBI Listing Regulations"] 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. November 6, 2020 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated November 13, 2020, through remote e-voting only.
5. The remote e-voting period commenced from 9.00 AM on Friday, November 27th, 2020 to 5.00 PM on Saturday, December 26th 2020 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. November 6, 2020 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 26th November, 2020. Further the Company vide the Postal Ballot E-notice dated November 13, 2020, 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, May 19, 2020, public notices were published by the Company in Financial Express ('English Newspaper') and in Udayvani ('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 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: 28.12.2020


Savita: A. Monvi
at: Hubli


Sastish S. Hulager
At: Mumbai



Yours faithfully,
For Sunil Shah & Co


Sunil J Shah, Company Secretary,
Mem No 8717 COP No 3289
Scrutinizer
UDIN No: A008717B001684633

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 Friday, November 27th, 2020 to 5.00 PM on Saturday, December 26th 2020.

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 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 Equity Shares and Shares Warrants convertible into Equity Shares to Murudeshwar Power Corporation Limited and Naveen Mechanised Construction Company Private Limited, promoters group of the Company, on a preferential basis.	67	1,406,447/9	99.643%	13	50341	0.357%	80	1411,482/0	1.00%


 Sunil Shah
 Company Secretary

Mem No 8717 Cop no 3289



Date: 28.12.2020