

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**

**AUGUST 23, 2018**

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

**To,**  
**Bombay Stock Exchange Limited,**  
Floor 25, P J Towers,  
Dalal Street,  
MUMBAI 400 001,  
Stock Code: 515037

**Sub.: Notice of 35<sup>th</sup> Annual General Meeting of the Company.**

Dear Sir/ Madam,

We wish to inform you that the 35<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on **Friday, 28<sup>th</sup> September, 2018 at 4:00 P.M.** at Shri R N Shetty Kalyana Mantapa, opposite Indira Glass House, Hubli-580029.

In this respect, please find enclosed the Notice of 35<sup>th</sup> Annual General Meeting of the Company.

In terms of Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 91 of the Companies Act, 2013 including rules made thereunder, the Register of Members / Share Transfer Books of the Company will remain closed from **Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive)**, for the purpose of Annual General Meeting.

You are requested to take the above in your records and oblige the same.

Thanking you.

Yours faithfully.

**For MURUDESHWAR CERAMICS LIMITED**



**ASHOK KUMAR**

**CS & COMPLIANCE OFFICER**



**Encl.: As Above**

An ISO 9001-2008 Certified Company

**NOTICE**

To,  
**The Members, Murudeshwar Ceramics Limited**

**NOTICE** is hereby given that the 35<sup>th</sup> (Thirty Fifth) Annual General Meeting of the Members of Murudeshwar Ceramics Limited will be held at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli – 580 029 on Friday 28<sup>th</sup> day of September, 2018 at 4.00 p.m. to transact the following business:

**ORDINARY BUSINESS**

1. To consider, approve and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> day of March, 2018 and the Profit and Loss Account for the year ended on the said date and the Cash Flow Statement together with Directors' Report, Auditors' Report and notes thereon.
2. To appoint a Director in place of Shri Sunil Rama Shetty (DIN 00037572), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of M/s. K.A. Raghupathy & Co., (Firm Registration No.011573S) Chartered Accountants, Bengaluru, as the Statutory Auditors of the Company.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution :

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on 22<sup>nd</sup> September, 2017, the appointment of M/s. K.A.Raghupathy & Co., (Firm Registration No.011573S) having office at No. 81, "SRI GURUKRUPA", 2nd Main, 3rd A Cross, Nanjappa Layout, Vidyanarayapura, Bengaluru – 560 097, as the Statutory Auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31<sup>st</sup> 2019, as may be determined by the Audit Committee in consultation with the Auditors."

**SPECIAL BUSINESS**

4. **To Regularisation of Additional Director, Mr. Karan Satish Shetty, by appointing him as Director (Executive Director) of the Company :**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution(s):

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("Act"), Articles of Association of the Company and other applicable laws, Mr. Karan Satish Shetty (DIN: 0008168200), who was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 10<sup>th</sup> August, 2018, in terms of Section 161 (1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director (Executive) of the Company whose period of office shall not be liable to retirement by rotation.

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

5. **To appoint and fix remuneration of Mr. Karan Satish Shetty (DIN: 0008168200) as the Whole Time Director of the Company:**

**"RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members be and is hereby accorded to the appointment of Mr. Karan Satish Shetty (DIN: 0008168200), as the Whole Time Director of the Company with effect from 10<sup>th</sup> August, 2018 for a period of five years, at a remuneration and on the terms and conditions of appointment as contained in the explanatory statement to this resolution, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

Place : Bengaluru  
Date : August 10, 2018

By Order of the Board  
**For Murudeshwar Ceramics Limited**  
**ASHOK KUMAR**  
Company Secretary



**NOTICE (Contd.)**

**NOTE:**

- (1) Any Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the meeting and vote on behalf of such member at such meeting and such a proxy need not be a member. Proxy in order to be effective must be received at the Company's Regd. Office not less than 48 hours before the meeting.
- (2) Any document / Proxy Form in connection with the Annual General Meeting of the Company signed by any person for and on behalf of any Institution, Bank, Body Corporate etc., will be valid, only if such document/proxy form is supported by a duly authenticated copy of the Resolution of the Board of Directors authorising such person to sign such document and/or to represent such Institution, Bank, Body Corporate etc., as the case may be.
- (3) Documents pertaining to items referred to in the Notice are available for inspection by any member/s at the Registered Office of the Company on any working day from 2 p.m. to 6 p.m. upto the date of Annual General Meeting.
- (4) Brief resume of directors propose to be appointed/reappointed is furnished in the Corporate Governance Report forming part of this Annual Report.
- (5) Register of Members/Transfer books of the Company will be closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive).
- (6) Members seeking any information/clarification concerning the Accounts for the year 2017-18 are requested to send their specific request addressed to the Company Secretary at the Registered Office of the Company at least seven days before the Annual General Meeting.
- (7) Members are requested to bring their copies of Annual Reports to the meeting and also to handover their attendance slips signed by the members/valid proxies at the entrance of the meeting hall.
- (8) Please also refer "General Information to Shareholders" in the annexure to Corporate Governance Report forming part of this Annual Report.
- (9) In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
- (10) Please refer last page of Annual Report for AGM Location Map.

**The instructions for e-voting are as under:**

**A. In case a Member receives an e-mail (for Members whose e-mail addresses are registered with the Company/ Depositories) :**

- (a) Open the e-mail and also open PDF file namely "Remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (b) Open the internet browser and type the following URL:<https://www.evoting.nsdl.com>.
- (c) Click on Shareholder – Login.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- (e) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- (f) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

**NOTICE (Contd.)**

- (g) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - (h) Select "EVEN" (E-Voting Event Number) of Murudeshwar Ceramics Limited. Now you are ready for E-voting as Cast Vote page opens.
  - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (k) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - (l) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sunil\_j\_shah@yahoo.com and investor@naveentile.com with a copy marked to evoting@nsdl.co.in
  - (m) In case of any queries, you may refer the Frequently Asked Questions (FAQs) – Shareholders and e-voting user manual – Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- B. In case of Member receives physical copy of Notice of AGM (for Members whose e-mail addresses are not registered with the Company/Depositories):**
- (a) Initial password is provided in the enclosed Annual Report and Notice : EVEN (E-Voting Event Number), user ID and password/Pin.
  - (b) Please follow all steps from Sl. No. A(b) to Sl. No. A(m) above, to cast vote.
- C. Other Instructions:**
- (a) The e-voting period commences on September 25, 2018 (9.00 a.m. IST) and ends on September 27, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 21, 2018 (Cutoff date {record date}) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
  - (b) A member may participate in the AGM even after exercising his right to vote through remote e-voting but all not be allowed to vote again in the AGM.
  - (c) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 21, 2018 (Cutoff date {record date}).
  - (d) Mr. Sunil J. Shah, Practicing Company Secretary (Membership No. ACS: 8717), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - (e) The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in employment of the company and shall not make later than three days of the conclusion of AGM, a consolidated scrutinizer report of the total votes cast in favour or against if any to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - (f) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.naveentiles.co.in](http://www.naveentiles.co.in) and on the website of NSDL immediately after the declaration of the results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock exchanges.

**NOTICE (Contd.)**

**Explanatory statement UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 :**

**ITEM No.4 : To Regularisation of Additional Director, Mr. Karan Satish Shetty, by appointing him as Director (Executive) of the Company:**

- i) Mr. Karan Satish Shetty (DIN : 0008168200), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from August 10, 2018 by the Board in accordance with the Article 19 of the Articles of Association of the company and Section 161 of the Companies Act 2013 ("the Act"). As per Section 161 of the Act, Mr. Karan Satish Shetty holds office up to the date of the ensuing AGM. Mr. Karan Satish Shetty has consented to the proposed appointment and declared qualified. Mr. Karan Satish Shetty will be entitled for remuneration as per the company policy for executive directors. Mr. Karan Satish Shetty possesses requisite knowledge, experience and skill for the position of Executive Director.

Except Mr. Karan Satish Shetty and Mr. Satish Rama Shetty, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

The Board of Directors recommend passing of the resolution set out in Item No. 4 of this Notice.

**Brief profile of Mr. Karan Satish Shetty**

DIN	0008168200
Date of Birth	May 12, 1993
Age	25 Years
Date of first appointment on the Board	10th August, 2018
Qualifications	Bachelors in Mechanical Engineering from P.E.S. Institute of Technology, Bangalore and Masters in International Management Studies from the University of Texas at Dallas
Expertise in specific functional areas	Management and Administration function
Details of remuneration last drawn	NIL
Directorships in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	NIL
Membership of Committees/ Chairmanship in other Public Limited Companies	NIL
No. of Board meetings attended during the year	NIL
No. of shares held: (a) Own (b) For other persons on a beneficial basis	9800 Equity Shares

**ITEM No. 5 : To appoint and fix remuneration of Mr. Karan Satish Shetty (DIN: 0008168200) as the Whole Time Director of the Company and Terms and Conditions of appointment:**

- i) The Board is of the view that the appointment of Mr. Karan Satish Shetty on the Company's Board as the Whole Time Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 5 for approval by the members of the Company.
- ii) Mr. Karan Satish Shetty was appointed Additional Director (Executive) at the meeting of the Board held on August 10, 2018. The tenure of his appointment is for the period of five years.

The terms of appointment and remuneration for Mr. Karan Satish Shetty, as determined by the Nomination & Remuneration Committee of the Board and approved by the Board of Directors at the Board Meeting held on August 10, 2018 as set out below.



**NOTICE (Contd.)**

- iii) The Whole Time Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other Executive Body or any Committee of such a company.
- iv) The Whole Time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- v) **Remuneration:**
- a. Consolidated Salary : ₹2,00,000/- (Rupees Two Lakhs only) per month;
- b. One month basic salary per annum towards Medical Reimbursement;
- vi) None of the Directors/Key Managerial Personnel of the Company/their relatives, except Shri Satish Rama Shetty and Mr. Karan Satish Shetty himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

**In pursuance to Schedule V, Part II, Section II Part (B), proviso (iv), a Statement containing following information is reproduced:**

**I. General Information :**

**(1) Nature of the Industry:**

Murudeshwar Ceramics Limited (MCL) is engaged in the business of manufacture and sale of a wide range of Ceramic and Vitrified tiles.

**(2) Incorporation Details**

The Company was incorporated pursuant to a Certificate of Incorporation dated June 29, 1983 (bearing Registration No. 5401 and Corporate Identification Number L26914KA1983PLC005401 issued by Registrar of Companies, Karnataka, as a Public Limited Company under the provisions of the Companies Act, 1956, as amended under the name Murudeshwar Ceramics Limited. The Company commenced its business pursuant to a Certificate of the Commencement of Business dated July 19, 1983 issued by the Registrar of Companies, Karnataka. The name of the Company was changed to Murudeshwar Ceramics Limited pursuant to a Fresh Certificate of Incorporation Consequent to Change of Name dated December 2, 1987.

**(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable**

**(4) Financial Performance**

The financial performance (standalone) of the company for the past 3 years is given below : (₹ in lakhs)

Particulars	2017-18	2016-17	2015-16
Turnover	11,938.86	10,524.53	11,502.23
Profit /(Loss) Before Tax	510.09	246.56	169.28
Profit /(Loss) After Tax	508.96	135.00	157.03
Dividend (%)	Nil	Nil	Nil

**(5) Foreign Investment or collaborations, if any : Not Applicable**

Place : Bengaluru  
Date : August 10, 2018

By Order of the Board  
For Murudeshwar Ceramics Limited  
**ASHOK KUMAR**  
Company Secretary

*(Handwritten Signature)*

