

MCL:SEC:2017:4183

30.01.2017

Bombay Stock Exchange Limited,
Phirozee Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001.

Dear Sir,

Sub: Notice of Extra Ordinary General meeting (EGM) Scheduled on March 01, 2017

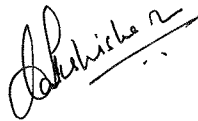
With reference to our communication dated 25.01.2017 with regard to the Extra ordinary General Meeting (EGM) of our Company, we are hereby enclosing the EGM Notice of our company Scheduled on 01.03.2017 at Shri R N Shetty Kalyan Mantap, 1st Floor, Smt Sudha R N Shetty Hall , Opp Indira Glass House, Hubli-580029.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For Murudeshwar Ceramics Ltd



Lakshmisha Babu.S
Company Secretary



**MURUDESHWAR
CERAMICS LTD.,**



NOTICE

To

**The Members
Murudeshwar Ceramics Limited**

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of the Company will be held at Shri R N Shetty Kalyana Mantap, 1st floor, Smt Sudha R N Shetty Hall, Opp. Indira Glass House, Hubli - 580 029 on Wednesday 1st day of March, 2017 at 4.00 p.m. to transact the following business:

1. To issue Equity Shares and Convertible Warrants to Promoter / Promoter Group of the Company on preferential basis.

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

"RESOLVED THAT pursuant to the provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with their relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act") and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other competent authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the "Board", which term includes a duly constituted and authorized Executive Committee) and all such other approvals, consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, upto 21,40,000 (Twenty one lakh forty thousand) Equity Shares and 46,20,000 (Forty six lakhs twenty thousand) convertible warrants (the "Warrants") on a preferential basis to the members of the Promoter and/or Promoter Group of the Company at a rate of Rs.33/- per equity shares and per warrants (face value per equity shares is Rs.10/-) aggregating to Rs.22,30,80,000/- (Rupees twenty two crores thirty lakhs eighty thousand only) as under:

Name of the proposed allottees	Maximum No. of Equity Shares to be allotted	Maximum No. of Convertible Share Warrants to be allotted
MURUDESHWAR POWER CORPORATION LIMITED PAN: AADCM8818Q Registered Office : No.604/B, Murudeshwar Bhavan, Gokul Road, Hubli - 580 030.	21,40,000	46,20,000

RESOLVED FURTHER THAT the resultant allotted Equity Shares and the Equity Shares to be allotted on conversion of Warrants in terms of this Resolution shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT the aforesaid issue of the EQUITY Shares and Warrants shall be on the following terms and conditions:

- (i) The "relevant date" for the purpose of determining the minimum price of the Warrants under the SEBI (ICDR) Regulations is **Monday the 30th January, 2017** being the date 30 (thirty) days prior to the date of passing of this Resolution by the Members of the Company through EGM;
- (ii) The price of each Equity shares and the equity share to be issued in lieu of the Warrants is calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of the SEBI (ICDR) Regulations on the basis of the relevant date being the date i.e. 30 days prior to the date of passing of special resolution through EGM ;
- (iii) In accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 100% consideration amount for allotment of Equity Shares shall be paid on or before the allotment of Equity Shares and 25% (Twenty Five Percent) of the consideration payable against the Warrants, shall be paid by the Warrant Holder(s) to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option of conversion against each such Warrant;
- (iv) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. Accordingly the said Warrants shall be converted into equity shares within a period of 18 (eighteen) months from the date of allotment;
- (v) The Warrant Holder(s) shall be entitled to exercise the option of conversion of any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holder(s);

For Murudeshwar Ceramics Ltd.

**(SATISH R. SHETTY)
Managing Director.**

TRUE COPY



M MURUDESHWAR
CERAMICS LTD.,



NOTICE (Contd.)

- (vi) If the entitlement against the Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited;
- (vii) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: (i) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and (ii) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
- (viii) Upon exercise by Warrant Holder the option of conversion of any or all of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder(s), evidence of the credit of the Equity Shares to the depository account of Warrant Holder(s) and entering the name of Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares;
- (ix) The Warrants by itself until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company; and
- (x) The allotted Equity Shares and Equity Shares allotted pursuant to conversion of Warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Equity Shares and Warrants shall be issued and allotted by the Company to the Warrants Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares and Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, the Board and such other persons as may be authorized by the Board, on behalf of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Equity Shares and Warrants and upon conversion of the Warrants into Equity Shares, listing of the said Equity Shares with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares and Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any duly constituted and authorised Committee of Directors or any one or more Directors/officials of the Company to give effect to this Resolution."

NOTES:

- (1) Any Member entitled to attend and vote at the Extra-Ordinary 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 Registered Office not less than 48 hours before the meeting.
- (2) Any document / Proxy Form in connection with the Extra-Ordinary 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 1 p.m. to 5 p.m. except Saturday, Sunday & Public Holiday upto the date of Extra Ordinary General Meeting.
- (4) Members seeking any information/clarification concerning the preferential issue may make specific request addressed to the Company Secretary at the Registered Office of the Company atleast seven days before the Extra Ordinary General Meeting.
- (5) Members are requested to bring their copies of Notice to the meeting and also to handover their attendance slips signed by the members/valid proxies at the entrance of the meeting hall.
- (6) 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.



NOTICE (Contd.)

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.
 - (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
- B. In case of Member receives physical copy of Notice of EGM (for Members whose e-mail addresses are not registered with the Company/Depositories):**
- (a) Initial password is provided in the enclosed 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 February 26, 2017 (9.00 a.m. IST) and ends on February 28, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on February 22, 2017 (Cut-off 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 EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the EGM.
 - (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 February 22, 2017 (Cut-off 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 atleast two witness not in employment of the company and shall make not later than three days of the conclusion of EGM, 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 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.
 - (g) Please refer last page of Notice for EGM Location MAP.

STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 73 OF SEBI (ICDR) REGULATIONS

As per Section 62 and 42 and other applicable provisions if any of the Companies Act, 2013 as amended and the rules made thereunder (the "Act") and other applicable provisions if any and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) as amended and such approvals. Consents, permission and sanction as may be necessary or required from regulatory or other appropriate authorities, approval of shareholders of the Company by way of special resolution is required for allotment of Equity Shares and Warrants on preferential basis to Promoter/Promoter Group of Companies.



NOTICE (Contd.)

The allotment of the Equity Shares and Warrants is subject to the Promoter / Promoter Group of Companies not having sold any Equity Shares of the Company during the six months preceding the "Relevant Date". The Promoter / Promoter Group of the Company has represented that they have not sold any equity shares of the Company during the six months preceding the Relevant Date.

The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations are as under:

- (a) **Object(s) of the Issue Through Preferential Issue:** The object of raising the equity share capital, through this Preferential Issue of Equity Shares and Warrants to the Promoter / Promoter Group is to (i) augment long-term capital to repay a part of the Loan, (ii) part-finance setting-up / running cost of new plant at Sira, Tumkur and (iii) other general corporate purposes.
- (b) **Proposal of the Promoters / Directors / Key Management Persons of the Company to Subscribe to the Preferential Issue:** The Preferential Issue of Equity Shares and Warrants is being made to the entities belonging to the Promoter or Promoter Group of the Company. No Equity Shares or Warrants are being offered to the Directors, Key Managerial Personnel or Relatives of the Directors / Key Managerial Personnel of the Company, since they do not intend to subscribe to the offer.
- (c) **Shareholding Pattern of the Company before and after the Preferential Issue:** The shareholding pattern before and after the offer of the Preferential Issue would be as under :

Category	Pre-issue shareholding as on 20.01.2017		Post-issue shareholding	
	Total No. of shares	Percentage of shareholding	Total No. of shares	Percentage of shareholding
Shareholding of promoter and promoter group				
INDIAN - INDIVIDUALS	6594734	16.158	6594734	13.862
INDIAN - BODIES CORPORATE				
NAVEEN MECHANISED CONSTRUCTION COMPANY PVT LTD	488086	1.196	488086	1.026
RNS INFRASTRUCTURE LIMITED	12140466	29.746	12140466	25.519
MURUDESHWAR POWER CORPORATION LIMITED	5810000	14.235	12570000	26.422
Total shareholding of promoters	25033286	61.335	31793286	66.829
Public Shareholding				
Mutual Funds	700	0.002	700	0.001
Financial Institutions Govt. Sponsored	213287	0.523	213287	0.448
Nationalised Bank	400	0.001	400	0.001
Foreign Portfolio Investors	900	0.002	900	0.002
Body Corporates	2117168	5.187	2117168	4.450
Non Resident Indians	3333931	8.169	3333931	7.008
Clearing members	45371	0.111	45371	0.095
Hindu undivided family	383082	0.939	383082	0.805
Individuals(Public)	9685797	23.732	9685797	20.359
Total shareholding of public	15780636	38.665	15780636	33.171
Total Shareholding	40813922	100.00	47573922	100.00

*Assuming exercise by the proposed allottees for Equity shares and conversion of all the warrants

- (d) **The Time Within Which the Preferential Allotment Shall be Completed :** The Equity Shares and Warrants shall be allotted within a period of fifteen (15) days from the date of passing of the Resolution by the Shareholders of the Company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of fifteen days from the date of such approval.
- (e) **The Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottee(s) will be the promoters of Murudeshwar Power Corporation Limited which the percentage of post-preferential issue capital that may be held by the said allottee and change in control of any in the company consequent to the preferential issue:**

Category	Category	Ultimate Beneficial owners	Pre-issue shareholding as on 20.01.2017		Post-issue shareholding*	
			Total No. of shares	Percentage of shareholding	Total No. of shares	Percentage of shareholding
MURUDESHWAR POWER CORPORATION LIMITED (MPCL)	Promoter and promoter group	Promoters of MPCL Dr. R N Shetty, Mr.Satish R Shetty, Mr.Sunil R Shetty and Mr. Naveen R Shetty,	5810000	14.235	12570000	26.422
Total shareholding of promoters			5810000	14.235	12570000	26.422

*Assuming exercise by the proposed allottees for Equity Shares and conversion of all the Warrants are exercised by the proposed allottees.



**MURUDESHWAR
CERAMICS LTD.,**



NOTICE (Contd.)

- (f) **Change in Control :** The Proposed preferential allotment will not result in any change in management control of the Company as the proposed allottees belong to promoter/promoter group.
- (g) **Pricing of the Preferential Issue:** The pricing of the Equity Shares to be allotted to the entities belonging to the promoter group of the company on preferential basis is not be lower than the price determined in accordance Regulation 76(1) in the Chapter VII of SEBI (ICDR) Regulations. The issue of Equity shares and Warrants on preferential basis is made at a price not lesser than high of the following or as per the law prevailing at the time of allotment of Equity shares and warrants.
1. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or
 2. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the two weeks preceding the relevant date.

We have taken the price as stated in SI.No.2 above since the price of average of the two week is high as compare to average price of the twenty-six weeks. The shares of the Company are listed in both Bombay Stock Exchange Limited and The National Stock Exchange Limited. We also confirm that the shares of the Company are frequently traded shares in both the Exchanges in terms of Regulation 71A of SEBI (ICDR) Regulations. We have calculated the price based on the data available in The Bombay Stock Exchange, since the average price calculated is more in the Bombay Stock Exchange as compare to National Stock Exchange Ltd. The price fixed is above the average price that is Rs.33/- per equity share & Warrants. The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of SEBI (ICDR) Regulations.


- (h) **Relevant Date :** The relevant date for the purpose of pricing shall be **Monday the January 30, 2017** being the date which is thirty days prior of passing special resolution by the members of the Company through Extra-Ordinary General Meeting to approve the proposed preferential issue, in accordance with the SEBI (ICDR) Regulations.
- (i) **Auditors' Certificate :** The price at which the Equity shares and Warrants would be issued to companies belonging to Promoter Group of Company is on the volume weighted average of the market prices prevailing in the preceding two weeks or twenty six weeks of the Relevant Date as per Regulation 76 of SEBI (ICDR) Regulations. Auditors Certificate as required under Regulation 73 (2) SEBI (ICDR) Regulations issued by M A NARASIMHAN & CO (Firm Registration No. 002347S) having office at No.25(Old No.13), 1st Floor, 7th Cross, Swimming Pool Extension, Malleswaram, Bangalore 560 003 will be available for inspection at the registered office of the Company between 1.00 P.M to 5.00 P M on any working days except Sundays, Saturdays and Public Holidays from the Relevant Date up to the date of EGM.
- (j) **Lock in Period:** The Equity Shares allotted and Equity Shares allotted pursuant to exercise of options attached to warrants shall be subject to lock-in as per SEBI (ICDR) Regulations.
- (k) **The Time Within Which the Preferential Issue Shall be Completed:** As required under the SEBI (ICDR) Regulations, the allotment of the Equity Shares and Warrants on preferential basis will be completed with a period of 15 days from the date of passing the resolution by the shareholders of the Company. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending the allotment of the Equity shares and Warrants shall be completed within 15 days from the date of receipt of such approval or permission.
- (l) **Others:**
1. The certificate of the Statutory Auditors of the Company M A NARASIMHAN & CO (Firm Registration No. 002347S) having office at No.25(Old No.13), 1st Floor, 7th Cross, Swimming Pool Extension, Malleswaram, Bangalore 560 003 to the effect that the present preferential issue is being made in accordance with the requirement contained in the SEBI (ICDR) Regulation will be open for inspection at the Registered Office of the Company on all working days between 1.00 PM to 5.00 PM except Sundays, Saturdays and Public Holidays from the Relevant Date up to the date of EGM.
 2. Company confirms that the Shares of the Company are Listed in The Bombay Stock Exchange Limited, Mumbai and The National Stock Exchange Limited. Mumbai and is a frequently traded share in terms of Regulation 71A of SEBI (ICDR) Regulation.
 3. We also confirm that the Company has not made any allotment of Shares/Convertible Warrants or any other securities during the previous 12 (twelve) months from the Relevant date Monday the January 30, 2017.

None of the Directors, Key Managerial Personnel or any relative of any of the Directors or Key Managerial Personnel of the Company is in anyway, concerned or interested in the above said resolution except Dr. R N Shetty, Mr. Satish R Shetty, Mr. Sunil R Shetty and Mr. Naveen R Shetty who is interested to the extent of their shares in Murudeshwar Power Company Ltd.,

Place: Bangalore
Date: 30.01.2017

By order of the Board
For Murudeshwar Ceramics Limited
Lakshmisha Babu S
Company Secretary

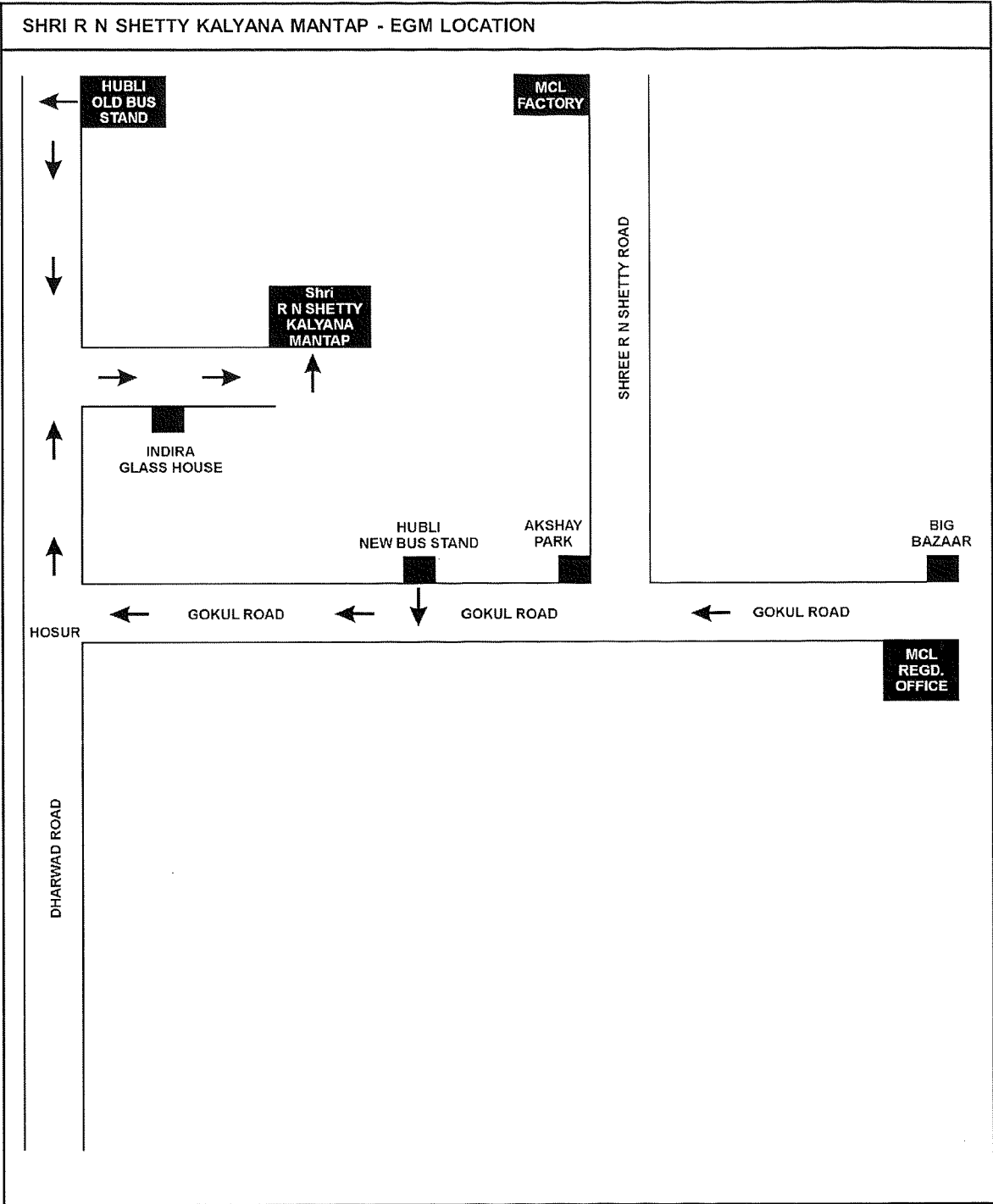
For Murudeshwar Ceramics Ltd.


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(SATISH R. SHETTY)
Managing Director.

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M MURUDESHWAR CERAMICS LTD.,



For Murudeshwar Ceramics Ltd.

(SATISH B. SHETTY)
Managing Director.

TRUE COPY

MURUDESHWAR CERAMICS LIMITED

Regd. Office : 604/B, Murudeshwar Bhavan, Gokul Road, Hubli - 580 030

CIN: L26914KA1983PLC005401

EXTRA-ORDINARY GENERAL MEETING

ATTENDANCE SLIP

Regd. Folio No/Client ID

Name & Address of First/Sole Shareholder

E-mail ID

No. of Shares

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Wednesday, March 01, 2017 at 4 P.M at Shri R N Shetty Kalyana Mantap, 1st floor, Smt Sudha R N Shetty Hall, Opp. Indira Glass House, Hubli - 580 029.

Signature of the Member / Proxy

Members are requested to fill up the attendance slip and hand it over at the venue.

Members are requested to bring their copy of Notice to the meeting as no copies will be distributed at the venue.

MURUDESHWAR CERAMICS LIMITED

Regd. Office : 604/B, Murudeshwar Bhavan, Gokul Road, Hubli - 580 030

CIN: L26914KA1983PLC005401

EXTRA ORDINARY GENERAL MEETING

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN	L26914KA1983PLC005401
Name of the Company	MURUDESHWAR CERAMICS LIMITED
Registered Office	Murudeshwar Bhavan, Gokul Road, Hubli - 580 030
Name of the Member	:
Registered Address	:
E-mail ID	:
Regd. Folio No. / Client ID / : DP ID :	:

I/We being the member(s) of _____ shares of the above named company, hereby appoint :

- 1) Name..... Address.....
E-mail ID.....Signature.....or failing him/her
- 2) Name..... Address.....
E-mail ID.....Signature.....or failing him/her
- 3) Name..... Address.....
E-mail ID.....Signature.....or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on Wednesday, March 01, 2017 at 4 P.M at Shri R N Shetty Kalyana Mantap, 1st floor, Smt Sudha R N Shetty Hall, Opp. Indira Glass House, Hubli - 580 029 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl.No.	RESOLUTION	Optional*	
01	Special Resolution: To allot 21,40,000 Equity Shares and 46,20,000 Convertible Share Warrants to Murudeshwar Power Corporation Limited a promoter and promoter group company on preferential basis.	Favour	Against

Signed this day of2017

Affix Re. 1/-
Revenue
Stamp

Signature of shareholder: Signature of Proxy holder(s).....

Notes :

1. The Proxy Form should be signed across the revenue stamp as per specimen signature(s) registered with the Company.
2. The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
3. A Proxy need not be member of the Company.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

For Murudeshwar Ceramics Ltd.

Satish R. Shetty

(SATISH R. SHETTY)
Managing Director.

TRUE COPY