

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:2016-17:

March 02, 2017

BSE Limited

P.J. Towers,
Dalal Street,
Mumbai-400 001.
Stock Code: 515037

National Stock Exchange of India Limited

Bandra Kurla Complex,
Bandra East,
Mumbai-400051.
Stock Code: MURUDCERA.EQ

Dear Sir,

**Sub.: Gist of the proceedings of the Extra-ordinary General Meeting of the Company held
on Wednesday, March 01, 2017.**

We are hereby enclosing a gist of proceedings of the Extra-ordinary General Meeting of the Company held on Wednesday, March 01, 2017 at 4.00 P M at R N Shetty Kalyana Mantapa, 1st Floor, Smt Sudha R N Shetty Hall, Opp. Indira Glass House, Hubli 580 029.

We hereby confirm that this is in compliance with Regulation 30, Part-A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

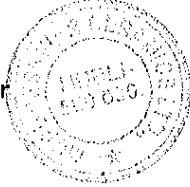
Thanking you,

Yours faithfully,

for MURUDESHWAR CERAMICS LIMITED



Satish R Shetty
Managing Director
DIN:00037526



An ISO 9001-2008 Certified Company

GIST OF THE PROCEEDINGS PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF MURUDESHWAR CERAMICS LIMITED HELD ON MARCH 01, 2017, WEDNESDAY AT 04.00 PM. AT R N SHETTY KALYANA MANTAP, 1ST FLOOR, SMT SUDHA R N SHETTY HALL, OPP: INDIRA GLASS HOUSE, HUBLI-580029.

Members Present

Forty seven members were present including proxy representing their members below.

In addition to the above members following Directors/CFO/CS were present:

Shri. Satish R Shetty	: Managing Director (Member)
Shri. Naveen R Shetty	: Director (Member)
Dr.S.S.Hiremath	: Independent Director (Member)
Shri.Annappayya K	: Independent Director
Shri.Sankappa K Shetty	: Independent Director
Smt.Sarvani Alva	: Independent Director
Shri.N M Hedge	: CFO (Member)
Shri. Lakshmisha Babu.S	: Company Secretary & Compliance Officer

Mr. Sunil J. Shah,(Membership No. ACS:8717, COP No.3289) Practicing Company Secretary acting as Scrutinizer for e-voting were also present by invitation.

Dr.S.S.Hiremath took the Chair and acted as a Chairman for the meeting.

At 04.00 P.M., the Chairman welcomed the Members, Board of Directors and other invitees. The Chairman then announced that the requisite quorum being present, the meeting is called to be in order.

The Chairman then introduced the Directors seated on the dais to the members. He also informed that Dr. R N Shetty Chairman of the Company and Mr. Sunil R Shetty Director of the Company could not be present for the meeting due to other professional exigencies. The Chairman requested the Company Secretary to read the Notice convening the Extra Ordinary General Meeting along with the explanatory statement. The Company Secretary Read the notice. The Chairman then delivered his speech. The Managing Director explained the purpose of this EGM.

The Company Secretary informed to the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company has extended an e-voting facility to the members of the Company to all the members who hold the share of the Company as on February 22, 2017 (Cut-off Date) in respect of business to be transacted at the Extra-Ordinary General Meeting. He also stated that the e-voting commenced on February 26, 2017, (9.00 A.M.) and concluded on February 28, 2017 (5.00 P M). Mr. Sunil J Shah Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting

Extra Ordinary General Meeting held on March 01, 2017



process in fair and transparent manner. He further said that as per provisions of the Companies Act, 2013 resolutions shall not be passed by show of hand as Company provided e-voting facility. Thus, the Company has arranged for a poll on the resolution to be passed in this meeting. He further informed that the poll would be taken up after Chairman's speech and shareholders queries/suggestions on the Company's accounts and business.


Thereafter, on the invitation of the Chairman, few members sought clarifications and gave their suggestions. The Chairman noted all the suggestions and clarified all their queries. The Chairman informed that all the certificates as mentioned in the Notice of EGM and as required under SEBI (ICDR) Regulations were placed before the meeting for the members inspection.

The Chairman thereafter ordered poll on the resolution as set out in the Notice of Extra Ordinary General Meeting. The chairman also requested members who have not voted through e-voting mechanism, to participate in Poll and cast their votes in proportion of their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. February 22, 2017. Polling papers was distributed to the members.

The following business was transacted at the meeting.

Sl.No.	Particulars	Nature of Resolution
1.	To allot 21,40,000 Equity Shares and 46,20,000 Convertible Share Warrants to Murudeshwar Power Corporation Limited a promoter/promoter group company on preferential basis	Special

Members then casted their votes on the ballot papers and deposited the same in the ballot box placed at the meeting hall. The Chairman informed that the combined result of e-voting and the poll will be informed to Stock Exchanges (NSE and BSE) along with report of Scrutinizer for e-voting and the poll after concluding this meeting but within 48 hours from now. He also informed the same report will be made available on the website of the Company, NSE, BSE and NSDL. The Chairman then thanked all the members and Directors present and announced the formal closure of the Extra-Ordinary General Meeting of the Company at 4.55 P.M.


 LAKSHMISHA BABU
 Company Secretary

