

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:2017:4313

22.09.2017

Bombay Stock Exchange Limited,  
P J Towers, Dalal Street,  
Mumbai-400001  
**Stock Code:515037**

Dear Sir/Madam,

Sub: Gist of the Proceedings of the Annual General Meeting held on 22.09. 2017

We are hereby enclosing a gist of proceedings of the 34<sup>th</sup> Annual General Meeting of the Company held on 22.09.2017 at 4.00PM at R N Shetty, Kalyana Mantap, Opp: Indira Glass House, Hubli-580029.

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 RAMA SHETTY**  
Managing Director  
DIN:00037526

An ISO 9001-2008 Certified Company

**GIST OF THE PROCEEDINGS PASSED AT THE 34<sup>TH</sup> ANNUAL GENERAL MEETING OF MURUDESHWAR CERAMICS LIMITED HELD ON FRIDAY SEPTEMBER 22, 2017 AT 04.00 PM. AT SHRI R N SHETTY KALYANA MANTAP, OPP: INDIRA GLASS HOUSE, HUBLI-580029.**

**Members Present**

60 members were present including proxy representing their members.

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

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

Mr. M A Parthananarayan Representing M/s M A Narasimhan & Co., Chartered Accountants (ICAI Registration No. 002347S), Statutory Auditors of the Company and 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.

Mr. Satish R Shetty took the Chair except for resolution No.4 which was chaired by Dr.S.S.Hiremath.

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 Director seated on the dais to the members. He also informed that Dr. R N Shetty Chairman, Mr. Sunil R Shetty, Mr. Naveen R Shetty and Mrs. Sarvani Alva Directors of the Company could not be present for the meeting due to other professional exigencies. The Chairman requested the members that the Notice convening the 34<sup>th</sup> Annual General Meeting along with the explanatory statement may be taken as read and members agreed for the same. The Company Secretary then read the Auditors Report. The Chairman then delivered his speech.

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 a e-voting facility to the members of the Company to all the members who hold the share of our Company as on September 15, 2017 (Cutoff Date) in respect of business to be transacted at the Annual General Meeting. He also stated that the e-voting commenced on September 19, 2017

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**34th Annual General Meeting held on Sep 22, 2017**



(9.00 A.M.) to September 21, 2017 (5.00 P M). Mr. Sunil J Shah Practicing Company Secretaries was appointed as the Scrutinizer by the Board for scrutinizing the e-voting 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 four resolutions to be passed in this meeting. He further informed that the poll will be taken up after shareholders queries/suggestions on the Company's accounts and business.

Thereafter on the invitation of the Chairman, few members gave sought clarifications and gave their suggestions on the Company's accounts and business. The Chairman noted all the suggestions and clarified all their queries.

The Chairman order poll on the resolutions of ordinary and special business set out in the notice of Annual 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 cutoff date i.e. September 15, 2017. Polling papers was distributed to the members.

The following business was transacted at the meeting.

Sl.No.	Particulars	Nature of Business
1.	Adoption of Financial Statements for the year ended 31st March, 2017	Ordinary
2.	Re-appointment of Shri Naveen Rama Shetty (DIN 00058779) who retires by rotation	Ordinary
3.	Appointment of M/s K A Raghupathy & Co., (FRN 0115735) Chartered Accountants as the Statutory Auditors of the Company.	Ordinary
4.	To reappoint Shri Satish Rama Shetty(DIN 00037526) as Managing Director of the Company	Special

The members then casted their votes on the Polling 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 conclusion of 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 34<sup>th</sup> Annual General Meeting of the Company at 4.55 P.M.

