

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: 2019

MARCH 30, 2019

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")

Dear Sir/ Madam,

In continuation to our Letter MCL: SEC: 2019 dated 26th February, 2019 the Company had issued Postal Ballot Notice dated 26th February, 2019 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 Resolutions in respect of the following special business items as set out in the Postal Ballot Notice:

Item No.	Brief Particulars of the Resolutions
1	Continuation of directorship of Dr. Rama Nagappa Shetty (DIN: 00038810)
2	Continuation of directorship of Dr. Shivabasayya Siddaramayya Hiremath (DIN: 02272897)
3	Continuation of directorship of Shri Sankappa Keremane Shetty (DIN: 00894366)
4	Continuation of directorship of Smt. Sarvani Alva (DIN: 06896403)
5	Regularization and Continuation of directorship of Shri Sathya Murthy Padaki (DIN: 08276537).
6	To authorize Board of Directors to enter into Related Party Transactions,

We wish to inform you that Mrs. Swati Ramachandra Hegde, Practicing Company Secretary (Membership No. ACS: 38013 and COP No. 19286), who was appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on Friday, 25th February, 2019, for the aforesaid Postal Ballot process, has submitted her Report dated 30th March, 2019.

As per the aforesaid Scrutinizer's Report, the Members of the Company have duly approved the Resolutions as embodied in the Postal Ballot Notice dated 26th February, 2019 with requisite majority. The aforesaid Resolutions are deemed to have been passed on the last date of e-voting and receipt of Postal Ballot forms i.e. on Thursday, 28th March, 2019.

Regd. Office: Murudeshwara Bhavan, Gokul Road, Hubli - 580 030, 200836-2331615 - 18 (F): 2206741 Fax No.: 0836 - 4251583 E-mail: mclho@naveentile.com www.naveentiles.co.in

An ISO 9001-2008 Certified Cor

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 http://naveentiles.co.in

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

CS & COMPLIANCE OFFICER

Enclosed: As Above







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

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 26th February, 2019 by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Resolutions together with the explanatory statement annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Forms, either through physical submission of Postal Ballot Forms by the Members of the Company in pre-paid self-addressed envelope or through e-voting was Thursday, 28th March, 2019. Mrs. Swati Ramachandra Hegde, Practicing Company Secretary (Membership No. ACS: 38013 and COP No. 19286), Practicing Company Secretaries, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer has submitted her Report dated 30th March, 2019 and on basis of the Report of the Scrutinizer on the voting done through Postal Ballot Forms as well as through e-voting by the Members, it is hereby declared that the Resolutions as set out in the Postal Ballot Notice dated 26th February, 2019 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:

1	Cutoff date	22 nd February, 2019
2	Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Result of Postal Ballot	26 th February, 2019 30 th March, 2019
3	Last date of receipt of postal ballot forms e-voting	28th March 2019
4	Total Number of Shareholders as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights. (Le. Cut-Off date for Benpos- Beneficiary Position).	17114 Equity Shareholders

The report of the Scrutinizer is enclosed herewith.

Thanking you

For MURUDESHWAR CERAMICS LIMITED

ASPIOK KUMAR
CS & COMPLIANCE OFFICER

An ISO 9001-2008 Certified Company

Regd. Office: Murudeshwara Bhavan, Gokul Road, Hubli - 580 030, 20836-2331615 - 18 (F): 2206741 Fax No.: 0836 - 4251583 E-mail: mclho@naveentile.com www.naveentiles.co.in

	R	Resolution (1)	1)					
	Resolution requ	Resolution required: (Ordinary / Special)	/ Special)			Special		
Whether promoter/promoter group ar	romoter group are interested in	e interested in the agenda/resolution?	solution?			Yes		
		Description of resolution considered	nsidered	Continua	tion of direc	ctorship c	Continuation of directorship of Dr. Rama Nagappa	Nagappa
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstandi ng 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
	E-Voting		27577180	86.7390	27577180	0	100.0000	0.0000
	Poll	31793286	0	0.0000	0	0	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)		3605306	11.3398	3605306	0	100.0000	0.0000
	Total	31793286	31182486	98.0788	31182486	0	100.0000	0.0000
	E-Voting							
	Poll							
Public- Institutions	Postal Ballot (if applicable)							
	Total							
	E-Voting		23333	3.3809	511323	22209	95.8374	4.1626
	Poll	15780636	0	0.0000	0	0	0	0
Public- Non Institutions	Postal Ballot (if applicable)		97367	0.6170	89831	7536	92.2602	7.7398
	Total	15780636	630899	3.9979	601154	29745	95.2853	4.7147
Total	Total	47573922	31813385		66.8715 31783640	29745	99.9065	0.0935
			Wheth	Whether resolution is Pass or Not.	on is Pass or	· Not.	Ye	Yes
				Disclosure of notes on resolution	notes on re	esolution	N.	Add Notes

ategory	No. of Votes
Promoter and Promoter Group	0
Sublic Insitutions	
Public - Non Insitutions	1815



	Re	Resolution (2)	2)					
	Resolution required: (Ordinary / Special)	red: (Ordinary /	/ Special)			Special		
Whether promoter/promoter group a	oromoter group are interested in the agenda/resolution?	the agenda/res	solution?			No		
	Description	Description of resolution considered	nsidered	Continua	Continuation of directorship of Dr. Shivabasayya	ctorship	of Dr. Shiva	базаууа
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstandi ng 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
	E-Voting		27577180	86.7390	27577180	0	100.0000	0.0000
	Poll	31793286	0	0.0000	0	0	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)		3605306	11.3398	3605306	0	100.0000	0.0000
	Total	31793286	31182486	98.0788	31182486	0	100.0000	0.0000
	E-Voting							
Dublic lactitutions	Poll							
	Postal Ballot (if applicable)							
	Total							
	E-Voting		533532	3.3809	511219	22313	95.8179	4.1821
	Poll	15780636	0	0.0000	0	0	0	0
Public- Non Institutions	Postal Ballot (if applicable)		96702	0.6128	88851	7851	91.8812	8.1188
	Total	15780636	630234	3.9937	020009	30164	95.2138	4.7862
Total	Total	47573922	31812720	66.8701	31782556	30164	99.9052	0.0948
			Wheth	er resolutio	Whether resolution is Pass or Not.	. Not.	Ye.	Yes
			О	isclosure of	Disclosure of notes on resolution	solution		

Details of Invalid Votes	otes
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	
Public - Non Insitutions	2480



		Res	Resolution (3)	(6					
	Resolution	on require	Resolution required: (Ordinary / Special)	Special)			Special		
Whether promoter/promoter group as		ested in the	e interested in the agenda/resolution?	solution?			No		
		cription of	Description of resolution considered	nsidered	Continu	uation of di	rectorship	Continuation of directorship of Shri Sankappa	kappa
Category	Mode of voting		No. of shares held	No. of votes polled	% of Votes polled on outstandi ng 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
	E-Voting			27577180	86.7390	86.7390 27577180	0	100.0000	0.0000
	Poll		31793286	0	0.0000	0	0	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)	able)		3605306	11.3398	3605306	0	100.0000	0.0000
	Total		31793286	31182486	98.0788	31182486	0	100.0000	0.0000
	E-Voting								
0.14.14.14.14.14.14.14.14.14.14.14.14.14.	Poll								
	Postal Ballot (if applicable)	able)							
	Total								
	E-Voting			533007	3.3776	510698	22309	95.8145	4.1855
	Poll		15780636	0	0.0000	0	0	0	0
Public- Non Institutions	Postal Ballot (if applicable)	able)		96702	0.6128	88966	7736	92.0002	7.9998
	Total		15780636	629709	3.9904	599664	30045	95.2287	4.7713
Total	Total		47573922	31812195	96.8690	66.8690 31782150	30045	99.9056	0.0944
				Wheth	er resolutio	Whether resolution is Pass or Not.	· Not.	¥.	Yes
				Q	isclosure of	Disclosure of notes on resolution	esolution		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	
Public - Non Insitutions	2480



	R	Resolution (4)	(t					
	Resolution required: (Ordinary / Special)	red: (Ordinary /	/ Special)			Special		
Whether promoter/promoter group a	promoter group are interested ir	ire interested in the agenda/resolution?	solution?			No		
		Description of resolution considered	nsidered	Continua	ition of dire	ctorship	Continuation of directorship of Smt. Sarvani Alva	ani Alva
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstandi	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)	(2)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		27577180	86.7390	27577180	0	100.0000	0.0000
	Poll	31793286	0	0.0000	0	0	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)		3605306	11.3398	3605306	0	100.0000	0.0000
	Total	31793286	31182486	98.0788	31182486	0	100.0000	0.0000
	E-Voting							
Dublic Lactitutions	Poll							
	Postal Ballot (if applicable)						a	
	Total							
	E-Voting		533532	3.3809	510619	22913	95.7054	4.2946
D. (1.17)	Poll	15780636	0	0.0000	0	0	0	0
Public- Non Institutions	Postal Ballot (if applicable)		96702	0.6128	88966	7736	92.0002	7.9998
	Total	15780636	630234	3.9937	599585	30649	95.1369	4.8631
Total	Total	47573922	31812720	66.8701	31782071	30649	99.9037	0.0963
			Wheth	er resolutio	Whether resolution is Pass or Not.	Not.	γe	Yes
			Q	isclosure of	Disclosure of notes on resolution	solution	Add	Add Notes
3								

Details of Invalid Votes	Votes
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	
Public - Non Insitutions	2480



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		12

	Re	Resolution (5)	(9					
	Resolution required: (Ordinary / Special)	red: (Ordinary	/ Special)			Special		
Whether promoter/promoter group a		e interested in the agenda/resolution?	solution?			No		
	Description	Description of resolution considered	nsidered	Regulariz	ation and Co	ontinuati	Regularization and Continuation of directorship of	orship of
Category	Mode of vating	No. of shares held	No. of votes polled	% of Votes polled on outstandi ng 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)	(2)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		27577180	86.7390	86.7390 27577180	0	100.0000	0.0000
	Poll	31793286	0	0.0000	0	0	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)		3605306	11.3398	3605306	0	100.0000	0.0000
	Total	31793286	31182486	98.0788	31182486	0	100.0000	0.0000
	E-Voting							
0.14.14.14.14.14.14.14.14.14.14.14.14.14.	Poll							
	Postal Ballot (if applicable)							
	Total							
	E-Voting		533532	3.3809	511219	22313	95.8179	4.1821
	Poll	15780636	0	0.0000	0	0	0	0
Public- Non Institutions	Postal Ballot (if applicable)		96702	0.6128	88951	7751	91.9847	8.0153
	Total	15780636	630234	3.9937	600170	30064	95.2297	4.7703
Total	Total	47573922	31812720	66.8701	66.8701 31782656	30064	99.9055	0.0945
			Wheth	er resolutio	Whether resolution is Pass or Not.	Not.	Э	Yes
			Q	isclosure of	Disclosure of notes on resolution	solution		

Details of Invalid Votes	/otes
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	
Public - Non Insitutions	2480



Whether promoter/promoter group are interested in the agenda/resolution	T RESOLUTION IN	R	Resolution (6)	(9	To H				
Mode of voting Postal Ballot (if applicable) Postal Ball	50d	Resolution requ	ired: (Ordinary	/ Special)			Special		
Mode of voting	Whether promoter/	promoter group are interested in	n the agenda/re	solution?			Yes		
Mode of voting No. of shares No. of votes No. of votes No. of polled on votes No. of		Description	of resolution co	nsidered	To author	ize Board of	Directors	to enter in	to Related
Caroup Postal Ballot (if applicable) 15780636 26.23672 17.2289 27.1768 17.2289 27.1768 27.178824 17.2289 27.178824 17.2289 27.178824 27.178824 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 27.178828 2	Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstandi ng shares	No. of votes – in favour	No. of votes – against	% of vates in favour on votes polled	% of Votes against on votes polled
E-Voting 13336374 Poli 41.9471 13336374 Poli 1.3336374 Poli 0.0000 Postal Ballot (if applicable) 31793286 15090282 Poli 41.9471 13336374 Poli 0.0000 Postal Ballot (if applicable) 0.00000 Postal Ballot (if applicable) 0.0000 Postal Ballot (if applica			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2	(7)=[(5)/(2
Group Poll Ballot (if applicable) 31793286 0 0.0000 0 0 0000 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		E-Voting		13336374	41.9471	13336374	0	100.0000	0.000
Postal Ballot (if applicable) 1753908 5.5166 1753908 0 100.0000 F-Voting F-Voting Poll 100.0000 100.0000 F-Voting Postal Ballot (if applicable) 2623672 16.6259 2617768 5904 93.7750 F-Voting F-Voting 2623672 16.6259 2617768 5904 93.7750 Poll 15780636 95152 0.6030 92772 2380 97.4987 Total 15780636 95152 0.6030 92772 2380 97.4987 Total 47573922 17809106 37.4346 17800822 8284 99.5535 Whether resolution is Pass or Not.	Promoter and Promoter Group	Poll	31793286	0	0.0000	0	0	0	0
Fouling Poll Postal Ballot (if applicable) 15780636 15090282 47.4637 15090282 0 100.0000 E-Voting Postal Ballot (if applicable) 2623672 16.6259 2617768 5904 99.7750 Postal Ballot (if applicable) 15780636 95152 0.6030 92772 2380 97.4987 Postal Ballot (if applicable) 15780636 2718824 17.2289 2710540 8284 99.6953 Total 47573922 17809106 37.4346 17800822 8284 99.9535 0 Whether resolution is Pass or Not. Yes		Postal Ballot (if applicable)		1753908	5.5166	1753908	0	100,0000	0.0000
E-Voting Postal Ballot (if applicable) 2623672 16.6259 2617768 5904 93.7750 Postal Ballot (if applicable) 15780636 95152 0.6030 92772 2380 97.4987 27.4987 Total 15780636 95152 0.6030 92772 2380 97.4987 27.4987 Total 15780636 2718824 17.2289 2710540 8284 99.6953 99.9535 Whether resolution is Pass or Not. Yes		Total	31793286		47.4637	15090282	0	100.000	0000
Poll Postal Ballot (if applicable) 2623672 16.6259 2617768 5904 93.7750 Foll Postal Ballot (if applicable) 15780636 95152 0.6030 92772 2380 97.4987 Total Total 15780636 2718824 17.2289 2710540 8284 99.6953 Whether resolution Postal Ballot (if applicable) 47573922 17809106 37.4346 17800822 8284 99.9535		E-Voting							2000
Postal Ballot (if applicable) 2623672 16.6259 2617768 5904 99.7750 F-Voting 15780636 95152 0.6030 92772 2380 97.4987 Postal Ballot (if applicable) 15780636 271824 17.2289 2710540 8284 99.6953 Total 47573922 17809106 37.4346 17800822 8284 99.9535 Whether resolution Postal Ballot (if applicable) Postal Ballot (if applicable) Postal Ballot (if applicable) 97.4987 Postal Ballot (if applicable) Postal	Public- Institutions	Poll							
Fouring 2623672 16.6259 2617768 5904 99.7750 Poll 15780636 95152 0.6030 92772 2380 97.4987 Total 15780636 2718824 17.2289 2710540 8284 99.6535 Whether resolution 18780800 17809106 37.4346 17800822 8284 99.9535									
E-Voting 2623672 16.6259 2617768 5904 93.7750 Poll 15780636 95152 0.6030 92772 2380 97.4987 Total 15780636 2718824 17.2289 2710540 8284 99.6953 Whether resolution 15780636 17809106 37.4346 17800822 8284 99.9535 99.9535		Total							
Poll 15780636 95152 0.6030 92772 2380 97.4987 Total Total 47573922 17809106 37.4346 17800822 8284 99.6953 Whether resolution Postal policion Postal policion Postal policion Postal policion Postal policion		E-Voting		2623672	16.6259	2617768	5904	03 7750	0.2250
Postal Ballot (if applicable) 95152 0.6030 92772 2380 97.4987 Total 15780636 2718824 17.2289 2710540 8284 99.6953 Whether resolution Whether resolution Pss or Not. Yes	Public- Non Institutions	Poll	15780636					20111100	0.2250
Total 47573922 17809106 37.4346 17.2289 2710540 8284 99.6953 Whether resolution Pass or Not. Yes				95152	0.6030	92772	2380	97.4987	2 5013
47573922 17809106 37.4346 17800822 8284 99.9535 Whether resolution is Pass or Not. Yes Disclosure of notes on resolution Page 1888 P		Total	15780636	2718824	17.2289	2710540	8284	99.6923	0.3047
Yes		Total	47573922	17809106	37.4346	17800822	8284	99.9535	0.0465
No. of Concession, Name of Street, or other Persons, Name of Street, or ot				Whethe	r resolution	is Pass or	Not.	, ai	1
				٥	sclosure of	notes on re	solution	VIEW	3040

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Category	No. of Votes
Promoter and Promoter Group	16092204
Public Insitutions	
Public - Non Insitutions	7030





Swati R. Hegde

Practicing Company Secretary Mob: 9049630072 swatihegde.cs@gmail.com

Report of the Scrutinizer

(Form No. MGT-13)

[Pursuant to Section 110 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
MURUDESHWAR CERAMICS LIMITED
(CIN: L26914KA1983PLC005401)
7th Floor, NAVEEN COMPLEX 14,
M G ROAD BANGALORE- 560001
KARNATAKA

Reg. office: 604/B, GOKUL ROAD, INDUSTRIALESTATE, HUBL! KA 580030

Sub: Combined Report of the voting conducted through Postal Ballot & electronic voting (remote e-voting) of MURUDESHWAR CERAMICS LIMITED:

I, Swati Ramachandra Hegde, Practising Company Secretary, Bengaluru, had been appointed by the Board of Directors of MURUDESHWAR CERAMICS LIMITED ("herein after referred to as "the Company") as the Scrutinizer for the purpose of the POSTAL BALLOT (which includes remote e-voting) to be conducted by the company under section 110 of the Companies Act, 2013 & relevant rules framed thereunder.

The said POSTAL BALLOT process was to be conducted for passing of the Six Shareholder's Resolutions as contained in the Notice of the Postal Ballot dated 26th February, 2019, sent to the Shareholders under Section 110 of the Companies Act, 2013 & relevant rules framed thereunder.

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With respect to the Postal Ballot process (includes voting through physical Postal Ballots & remote e-voting), I am pleased to submit my report as under:

- Approval of the Shareholders was sought by the Company for the six resolutions as set out in the Notice of the Postal Ballot dated 26-02-2019 sent to the Shareholders pursuant to the Section 110 of the Companies Act 2013 and relevant rules framed thereunder.
- 2. The company had sent the Notice of the Postal Ballot to all its members whose names appeared in the List of the Depositories as on 22-02-2019, being considered as cut-off date for the purpose of reckoning the equity shareholder's with voting rights for the said Postal Ballot process.
- 3. The facility for voting on the resolutions were given to the Shareholders to vote on the resolutions through Postal Ballots and remote e-voting. The Member could avail only one facility of voting. And incase of a Shareholder voting through both the facilities, only one facility voting would be considered for reckoning the result. The Company had extended the facility of remote e-voting to the shareholders by availing the e-voting platform of National securities Depository Limited ("NSDL") e-voting facility.
- 4. The Postal Ballot voting (including remote e-voting) remained open for the period commencing from, Wednesday, 27th February, 2019, 09:00 A.M. to Thursday, 28th March, 2019, 05:00 P.M.
- 5. 28th March, 2019, being considered as the last date of voting, for the receipt of the duly completed Postal Ballot forms or the remote e-voting from the Shareholders, would be treated by the Company as the date of passing of the resolutions, if assented by the Requisite majority.
- The votes cast by the shareholders through both the facilities, the Postal ballot and the remote e-voting, are scrutinized separately by me and a combined report is presented. The details of e-voting were downloaded from the e-voting website of NSDL.
- 7. The Postal Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The shareholders that are not required to vote on certain respective resolutions including for the approval of the material Related Party Transactions and incase of duplicate voting & the Postal Ballot papers which are incomplete are treated as invalid to determine an appropriate voting result.





- 8. The result for the voting by the Shareholders of the Company through Postal Ballot papers and remote e-voting facility for the said Postal Ballot process are detailed separately and also a combined report for the same is enclosed hereunder as **Annexure A**.
- 9. The Management is responsible to ensure the required compliance including the Notice of the Postal Ballot, contains resolutions to be passed and other relevant procedural compliances under the Companies Act, 2013, rules framed thereunder & respective SEBI guidelines relating to the Postal Ballot process (including evoting). My responsibility as the Scrutinizer for the said Postal Ballot process is restricted to making of a fair and transparent 'Scrutinizers Report' (for voting through physical Postal Ballots & remote e-voting) under the Companies Act, 2013 & rules framed thereunder, by giving complete details of the votes cast in favour, against the resolutions & invalid votes for all the resolutions set out in the Notice of the Postal Ballot.
- 10. The results and the details of the voting (For, against & invalid votes for each resolution) through Postal Ballot and the remote e-voting by the equity shareholders of the Company along with its Postal ballot papers and other relevant papers, documents & records were handed over to the Company Secretary / Director of the Company authorized for the safe keeping of the same.

Thanking You

Yours faithfully.

103/2019

Swati Ramachandra Hegde Practising Company Secretary

Membership No: A38013

CP No. 19286

Date: 30-03-2019 Place: Bengaluru

Encl: 'Annexure A'



'ANNEXURE A'

(to the Report of the Scrutinizer)

Item No: 1 - Special resolution

To consider to approve for the continuance of Dr. Rama Nagappa Shetty, Non-Executive Promoter Director of the Company despite having crossed the age limit of 75 years or more:

(i) Voted in favour of the resolution

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot	% of total
members	votes cast	members	votes cast		number of
voted in E-	(shares) -	voted -	(shares) -		valid votes
voting	E voting	Postal ballot	Postal ballot		cast
115	2,80,88,503	89	36,95,137	3,17,83,640	99.91%

(ii) Voted in against of the resolution

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot	% of total
members	votes cast	members	votes cast		number of
voted in E-	(shares) -	voted -	(shares) -		valid votes
voting	E voting	Postal ballot	Postal ballot		cast
11	22,209	10	7,536	29,745	0.09%

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot
members	votes cast	members	votes cast	
voted in E-	(shares) -	voted -	(shares) -	
voting	E voting	Postal ballot	Postal ballot	
		8	1,815	1,815





Item No: 2 - Special resolution

To consider to approve for the continuance of Dr. Shivabasayya Sidramayya Hiremath, Non Executive Independent Director of the Company despite having crossed the age limit of 75 years or more:

(i) Voted in favour of the resolution

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot	% of total
members	votes cast	members	votes cast		number of
voted in E-	(shares) -	voted -	(shares) -		valid votes
voting	E voting	Postal ballot	Postal ballot		cast
113	2,80,88,399	82	36,94,157	3,17,82,556	99.91%

(ii) Voted in against of the resolution

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot	% of total
members	votes cast	members	votes cast		number of
voted in E-	(shares) -	voted -	(shares) -		valid votes
voting	E voting	Postal ballot	Postal ballot		cast
13	22,313	13	7,851	30,164	0.09%

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot
members	votes cast	members	votes cast	
voted in E-	(shares) -	voted -	(shares) -	
voting	E voting	Postal ballot	Postal ballot	
0	0	12	2,480	2,480





Item No: 3 - Special resolution

To consider to approve for the continuance of Shri Sankappa Keremane Shetty, Non-Executive Independent Director of the Company despite having crossed the age limit of 75 years or more:

(i) Voted in favour of the resolution

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot	% of total
members	votes cast	members	votes cast		number of
voted in E-	(shares) -	voted -	(shares) -		valid votes
voting	E voting	Postal ballot	Postal ballot		cast
113	2,80,87,878	83	36,94,272	3,17,82,150	99.91%

(ii) Voted in against of the resolution

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot	% of total
members	votes cast	members	votes cast		number of
voted in E-	(shares) -	voted -	(shares) -		valid votes
voting	E voting	Postal ballot	Postal ballot		cast
12	22,309	12	7,736	30,045	0.09%

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot
members	votes cast	members	votes cast	
voted in E-	(shares) -	voted -	(shares) -	
voting	E voting	Postal ballot	Postal ballot	
		12	2,480	2,480







Item No: 4 - Special resolution

To consider to approve for the continuance of Dr. Shivabasayya Sidramayya Hiremath, Non Executive Independent Director of the Company despite having crossed the age limit of 75 years or more:

(i) Voted in favour of the resolution

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot	% of total
members	votes cast	members	votes cast		number of
voted in E-	(shares) -	voted -	(shares) -		valid votes
voting	E voting	Postal ballot	Postal ballot		cast
113	2,80,87,799	83	36,94,272	3,17,82,071	99.90%

(ii) Voted in against of the resolution

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot	% of total
members	votes cast	members	votes cast		number of
voted in E-	(shares) -	voted -	(shares) -		valid votes
voting	E voting	Postal ballot	Postal ballot		cast
13	22,913	12	7,736	30,649	0.10%

Number of members voted in E-voting	Number of votes cast (shares) - E voting	Number of members voted - Postal ballot	Number of votes cast (shares) - Postal ballot	Total Number of votes cast through E- voting & Postal ballot
	***	12	2,480	2,480





Item No: 5 - Special resolution

To consider to approve for the regularization and continuation of Shri Sathya Murthy Padaki, Non- Executive Independent Director of the Company despite having crossed the age limit of 75 years or more:

(i) Voted in favour of the resolution

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot	% of total
members	votes cast	members	votes cast		number of
voted in E-	(shares) -	voted -	(shares) -		valid votes
voting	E voting	Postal ballot	Postal ballot		cast
113	2,80,88,399	83	36,94,257	3,17,82,656	99.91%

(ii) Voted in against of the resolution

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot	% of total
members	votes cast	members	votes cast		number of
voted in E-	(shares) -	voted -	(shares) -		valid votes
voting	E voting	Postal ballot	Postal ballot		cast
13	22,313	12	7,751	30,064	0.09%

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot
members	votes cast	members	votes cast	
voted in E-	(shares) -	voted -	(shares) -	
voting	E voting	Postal ballot	Postal ballot	
\	(444)	12	2,480	2,480





Approval of Material Related Party Transactions with RNS Infrastructure Limited:

(i) Voted in favour of the resolution

Number of members voted in E-voting	Number of votes cast (shares) - E voting	Number of members voted - Postal ballot	Number of votes cast (shares) - Postal ballot	Total Number of votes cast through E- voting & Postal ballot	% of total number of valid votes cast
113	17,23,136	81	18,46,680	35,69,816	99.77%

(ii) Voted in against of the resolution

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot	% of total
members	votes cast	members	votes cast		number of
voted in E-	(shares) -	voted -	(shares) -		valid votes
voting	E voting	Postal ballot	Postal ballot		cast
6	5,904	7	2,380	8,284	0.23%

Number of	Number of	Number of	Number of	Total Number of votes cast through E- voting & Postal ballot
members	votes cast	members	votes cast	
voted in E-	(shares) -	voted -	(shares) -	
voting	E voting	Postal ballot	Postal ballot	
5	1,42,40,806	19	18,55,428	1,60,96,234



