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September 24, 2016

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,

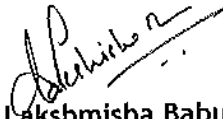
Sub.: Gist of the proceedings of the Annual General meeting held on Sept 23, 2016.

We are hereby enclosing a gist of proceedings of the 33rd Annual General Meeting of the Company held on Friday, September 23, 2016 at 4.00 P M at R N Shetty Kalyana Mantapa, Opp. Indira Glass House, Hubli 580 029.

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


Lakshmisha Babu S
Company Secretary

GIST OF THE PROCEEDINGS PASSED AT THE 33RD ANNUAL GENERAL MEETING OF MURUDESHWAR CERAMICS LIMITED HELD ON SEPTEMBER 23, 2016, FRIDAY AT 04.00 PM. AT R N SHETTY KALYANA MANTAP, OPP: INDIRA GLASS HOUSE, HUBLI-580029.

Members Present

77 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)
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. M A Parthasarayan 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/Polling were also present by invitation.

Mr. Satish R Shetty took the Chair except for resolution No.1 &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 introduced the Director seated on the dais to the members. He also informed that Dr. R N Shetty Chairman of the Company, Mr. Sunil R Shetty and Mr. Naveen R Shetty 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 33rd Annual General Meeting along with the explanatory statement may be taken as read and members agreed for the same. The Chairman then requested the Company Secretary to read the Auditors Report for the year ended March 31, 2016. The Company Secretary then read the Auditors Report. It was further agreed by the shareholders that the Annexure to the Auditors' Report would be taken as read. The Chairman 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

33rd Annual General Meeting held on Sep 23, 2016



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 16, 2016 (Cutoff Date) in respect of business to be transacted at the Annual General Meeting. He also stated that the e-voting commenced on September 20, 2016 (9.00 A.M.) to September 22, 2016 (5.00 P M). Mr. Sunil J Shah Practicing Company Secretaries was appointed as the Scrutinizer by the Board for scrutinizing the e-voting and poll 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 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 16, 2016. 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, 2016	Ordinary
2.	Re-appointment of Shri Satish Rama Shetty (DIN 00037526) who retires by rotation	Ordinary
3.	Appointment of M/s M A Narasimhan and Co, Chartered Accountants as the Statutory Auditors of the Company.	Ordinary
4.	To Authorise Board of Directors to enter into related party transactions	Special

The 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 33rd Annual General Meeting of the Company at 4.55 P.M.

33rd Annual General Meeting held on Sep 23, 2016

For MURUDESHWAR CERAMICS LIMITED

Lakshmi S Babu S
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COMPANY SECRETARY

