MURUDESHWAR CERAMICS LTD.,

NAVEEN CERAMIC TILES

BOARD OF DIRECTORS

Dr. R N SHETTY
Chairman

Dr. S.S. HIREMATH

Shri ANNAPPAYYA K

Shri SANKAPPA K SHETTY

Smt. SARVANI ALVA

Shri SUNIL R SHETTY

Shri NAVEEN R SHETTY

Shri SATISH R SHETTY
Managing Director & C.E.O.

Company Secretary & Compliance Officer

Shri ASHOK KUMAR

Vice President (Finance) & C.F.O.

Shri N M HEGDE

Auditors

M/s. K A RAGHUPATHY & CO.
Chartered Accountants
Bengaluru

Bankers

CANARA BANK

STATE BANK OF INDIA

BANK OF BARODA

THE LAKSHMI VILAS BANK LTD

AXIS BANK LTD

ORIENTAL BANK OF COMMERCE

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Registered Office

604/B, Murudeshwar Bhavan
Gokul Road
HUBLI - 580 030
Ph : 0836-2331615-18
Fax : 0836-2330436 / 4252583

Plant

Krishnapur Village
HUBLI - 580 024
Ph : 0836-2206741
Fax : 0836-2206773

Kallabalu Village & Post
Via Bannerghatta
Jigani Industrial Area II Phase
BENGALURU - 560 083
Ph : 080-27826946
Fax : 080-27826956

143, Ilayancudy Road
Devamapuram Village
Thirunallar Commune
KARAIKAL - 609 607
Pondicherry (U.T.)
Ph : 04368-236899 / 236599
Fax : 04368-236805

Sy. No. 139, 141/1
Huildore Village, Bukkapatna Hobli
Tal : Sira, Dist. : Tumkur
Pin Code : 572 137

MURUDESHWAR CERAMICS LTD.,

NAVEEN CERAMIC TILES

NOTICE

To,

The Members, Murudeshwar Ceramics Limited

NOTICE is hereby given that the 35th (Thirty Fifth) Annual General Meeting of the Members of Murudeshwar Ceramics Limited will be held at Shri R N Shetty Kalyana Mantap, Opp. Indira Glass House, Hubli – 580 029 on Friday 28th day of September, 2018 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To consider, approve and adopt the Audited Balance Sheet of the Company as at 31st day of March, 2018 and the Profit and Loss Account for the year ended on the said date and the Cash Flow Statement together with Directors' Report, Auditors' Report and notes thereon.
2. To appoint a Director in place of Shri Sunil Rama Shetty (DIN 00037572), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of M/s. K.A. Raghupathy & Co., (Firm Registration No.011573S) Chartered Accountants, Bengaluru, as the Statutory Auditors of the Company.

   To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution :

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on 22nd September, 2017, the appointment of M/s. K.A.Raghupathy & Co., (Firm Registration No.011573S) having office at No. 81, "SRI GURUKRUPA", 2nd Main, 3rd A Cross, Nanjappa Layout, Vidyaranyapura, Bengaluru – 560 097, as the Statutory Auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31st 2019, as may be determined by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS

4. **To Regularisation of Additional Director, Mr. Karan Satish Shetty, by appointing him as Director (Executive Director) of the Company** :

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

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("Act"), Articles of Association of the Company and other applicable laws, Mr. Karan Satish Shetty (DIN: 0008168200), who was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 10th August, 2018, in terms of Section 161 (1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director (Executive) of the Company whose period of office shall not be liable to retirement by rotation.

   "**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

5. **To appoint and fix remuneration of Mr. Karan Satish Shetty (DIN: 0008168200) as the Whole Time Director of the Company:**

   "**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members be and is hereby accorded to the appointment of Mr. Karan Satish Shetty (DIN: 0008168200), as the Whole Time Director of the Company with effect from 10th August, 2018 for a period of five years, at a remuneration and on the terms and conditions of appointment as contained in the explanatory statement to this resolution, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013."

   "**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

By Order of the Board
For Murudeshwar Ceramics Limited
ASHOK KUMAR
Company Secretary

Place : Bengaluru
Date : August 10, 2018