



**MURUDESHWAR
CERAMICS LTD.**

40th ANNUAL REPORT 2022-2023



BOARD OF DIRECTORS & KMP
Shri SATISH R SHETTY

Chairman & Managing Director

Dr. S.S. HIREMATH

Independent Director

Shri ANNAPPAYYA

Independent Director

Shri SANKAPPA K SHETTY

Independent Director

Smt. SARVANI ALVA

Independent Director

Shri SATHYA MURTHY PDAKI

Independent Director

Shri SUNIL R SHETTY

Non-Executive Director

Shri NAVEEN R SHETTY

Non-Executive Director

Shri KARAN SATISH SHETTY

Whole Time Director

Shri N M HEGDE

Vice President (Finance) & CFO

Shri ASHOK KUMAR

Company Secretary & Compliance Officer

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Committees of the Board of Directors
❖ AUDIT COMMITTEE

Shri Sankappa K Shetty - Chairman

Shri Satish R Shetty - Member

Shri Annappayya - Member

❖ NOMINATION & REMUNERATION COMMITTEE

Shri Annappayya - Chairman

Shri Sankappa K Shetty - Member

Dr. S S Hiremath - Member

❖ STAKEHOLDERS GRIEVANCE COMMITTEE

Shri Annappayya - Chairman

Shri Satish R Shetty - Member

Shri Sankappa K Shetty - Member

❖ CSR COMMITTEE

Shri Satish R Shetty - Chairman

Dr. S S Hiremath - Member

Shri Naveen R Shetty - Member

❖ EXECUTIVE COMMITTEE

Shri Satish R Shetty

Shri Sunil R Shetty

Shri Naveen R Shetty

Shri Annappayya

Shri Sankappa K Shetty

Shri Karan S Shetty

OTHER DETAILS

❖ Statutory Auditors

K G RAO & Co.,
Chartered Accountants,
Add.: 15, First Floor, 3rd Cross,
Sampige Road, Malleshwaram.
Bengaluru – 560003.
Email : cakrishnaraj.in@gmail.com

❖ Internal Auditors

S. B. Shetty and Co.,
Chartered Accountants
Add.: No 1, 2nd Floor, Time Square,
Opp: Kadasiddeshwar Arts College,
Vidyanagar, Hubballi – 580031.
Email: karthikbshetty@gmail.com

❖ Secretarial Auditors

Swati Hegde & Associates
Practicing Company Secretary
No. 61, G Block, 3rd Floor, Manasa Prakrithi
Building, (Above Indusind Bank), SahakarNagar Main
Road, Bengaluru, Karnataka-560092
Email : swatihegde.cs@gmail.com

❖ Registrar and Transfer Agent

Canbank Computer Services Limited
#218, J P Royale, 1 Floor, 14% Cross,
Sampige Road, Malleshwaram,
Bangalore -560003
Phone : 080-23469661/62
Fax : 080-23469667
Email : canbankrta@ccst.co.in

❖ Bankers

Canara Bank
HDFC Bank
Punjab National Bank
State Bank of India
Bank of Baroda
Axis Bank
The Lakshmi Vilas Bank

❖ Registered Office

Murudeshwar Bhavan,
604/B, Gokul Road, HUBBALLI - 580 030
Phone : 0836-2331615-18
Fax : 0836-2330436 / 4252583
Email : mclho@naveentile.com

❖ Corporate Office

Naveen Complex, 7th Floor,
No. 14, M. G. Road,
Bengaluru – 560001.
Ph.: 080 – 42897000
Email: investor@naveentile.com

❖ Plant – I:

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

❖ Plant – II:

143, Ilayancudy Road, Devamapuram Village, Thirunallar
Commune, Karaikal - 609607, Puducherry (U.T.)
Ph: 04368-236899/ 236599.

❖ Listed on:

- BSE (Bombay Stock Exchange)
- NSE (National Stock Exchange)

About Murudeshwar Ceramics Limited

Murudeshwar Ceramics Limited is the pioneer in manufacturing world class Vitrified tiles and Ceramic tiles under the brand name "NAVEEN". The cornerstone of our corporate journey of Thirty years has been "In Leadership through Quality". Murudeshwar Ceramics Limited is in this position today because of our knowledge of the manufacturing standards, our experience in applying the standards to a wide variety of products in the tile industry, and our thorough understanding of specialized components of the production. The 'Naveen Diamontile' tiles of various sizes, colors, designs are displayed in over 73 Company owned showrooms all over India. Apart from "A" Grade cities, showrooms have also been opened in "B" and "C" grade cities. In order to meet the immediate requirements, we store the products in 42 depots in different regions.

Mission

The cornerstone of our corporate journey of Thirty years has been "In Leadership through Quality".

Vision

To be a leader in Tile manufacturing industry by delivering high quality Tiles with Innovative design concepts using sustainable manufacturing methods

Goals

To create a large & satisfied customer base by delivering durable, defect free, environment friendly and properly designed products. To deliver excellent service at reasonable and affordable prices. To encourage our employees who are our first assets, by promoting and utilizing their best knowledge and experience.

Products:

Naveen Ceramics have become synonymous with quality, producing the widest range of products in ceramic and vitrified tiles.

Quality:

India's No. 1 vitrified tiles brand, Naveen Diamontile, introduces the all new range of Super Glossy Polished Vitrified Tiles for the first time in India.

Notice of 40th Annual General Meeting

To,

The Members,

Notice is hereby given that the **40th (Fortieth) Annual General Meeting (AGM)** of the Members of Murudeshwar Ceramics Limited will be held on Friday, 22nd day of September, 2023 at 3.00 PM. IST at Hotel Naveen, Unkal Lake, Hubli - Dharwad Highway, Bairidevarkoppa, Hubballi – 580025, Karnataka to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon:

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

“RESOLVED THAT Audited Standalone and Consolidated Financial Statements (including the balance sheet of the Company as at March 31, 2023 and the statement of profit and loss together with the notes on accounts, schedules, statement of cash flow, etc.), in the prescribed format, annexed to and forming part of the accounts for the year ended March 31, 2023, together with the report of the directors’, auditor’s and notes, annexures, schedules etc. appended thereon as presented to the meeting, be and are hereby considered, approved and adopted”.

2. To appoint a director in place of Shri Naveen Rama Shetty (DIN 00058779), who retires by rotation and being eligible, offers himself for reappointment:

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

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (“Act”), and rules made thereunder and as per provisions contained in the Articles of Association of the Company the approval of the members of the Company be and is hereby accorded to the reappointment of Shri Naveen Rama Shetty (DIN 00058779), as a director without affecting his current position, who is liable to retire by rotation.”

3. To declare a dividend on equity shares for the financial year ended March 31, 2023:

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

“RESOLVED THAT a dividend at the rate of Rs. 0.50 (Fifty paise only) per equity share of Rs.10/- (Rupees Ten only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company.”

SPECIAL BUSINESS:

4. To approve existing and new Material Related Party Transaction(s) in terms of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and regulations 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s) arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with RNS Infrastructure Limited (RNSIL) being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2023-2024 upto the date of next Annual General Meeting to be held in the year 2024, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s),

not exceeding Rs. 100.00 Crores (Rupees One hundred Crore only), provided however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board of Directors which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

5. Approval for re-appointment of Shri Karan Satish Shetty (DIN: 08168200) as the Whole Time Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 of the companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with schedule V and other applicable provisions (including any modification or re-enactment thereof) and other approval as may require if any, and based on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the company and pursuant to the provisions contained in the Articles of Association of the Company, the consent of the members be and is hereby accorded, for re-appointment of Shri Karan Satish Shetty (DIN: 08168200) as the Whole Time Director of the Company for the period of five (5) years from August 10, 2023 to August 09, 2028, who shall not be liable to retire by rotation, on the following terms and conditions:

- (a) Salary: Rs.3,00,000/- (Rupees Three lakhs only) per month;
- (b) Housing: House Rent Allowance Rs. 50,000/- p.m.;
- (c) Provident Fund: Employers contribution not exceeding 12% of the salary;
- (d) Superannuation Fund: As per Company's rules not exceeding the non-taxable maximum limits;
- (e) Gratuity: As applicable to senior executives of the Company subject to limit not exceeding non-taxable maximum limits;
- (f) Leave & leave encashment: As per leave rules of the Company;
- (g) Leave travel concession: For self, wife, and dependent children once in a year as per rules applicable to senior executives of the Company;
- (h) Medical Reimbursement: Actual expenses incurred for self, wife, and dependent children subject to maximum of one month's salary per year;
- (i) Club Membership: Fees for membership of any two clubs excluding life membership;
- (j) Company's car with driver for official purposes of the Company;
- (k) Telephone: Free telephone facility at residence for official purposes of the Company."

"RESOLVED FURTHER THAT in accordance with schedule V of the Companies Act, 2013 (any modifications or enactment thereof) the salary and perquisites payable to Shri Karan Satish Shetty pursuant to this resolution shall be the minimum remuneration payable irrespective of whether there is loss (No Profit) or adequate profit available in any year or not."

"RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorised to modify the terms and conditions of appointment/ remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time."

"RESOLVED FURTHER THAT any director of the company be and is hereby jointly or severally authorised to sign and execute agreement/ amendment and other necessary papers as regards to the amendment of the Service/ Employment Agreement of Shri Karan Satish Shetty (DIN: 08168200) as the Whole Time Director of the Company and to do all such acts, deeds and things which are necessary to carry out the aforesaid resolution and to do the necessary filings, submissions and also seek such necessary approval/ consent from the government departments/ regulatory authorities as and when may be required from time to time."

**By Order of the Board
For Murudeshwar Ceramics Limited**

**Sd/-
Ashok Kumar
Company Secretary
M. No. ACS 40962**

**Place: Bengaluru
Date: August 05, 2023**

NOTES:

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
- (2) The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than 48 (forty-eight) hours before the commencement of the meeting.
- (3) A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Further a member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member or shareholder. The holder of the proxy shall provide his identity at the time of attending the Meeting. Member may please note that a proxy does not have the right to speak at the Meeting and cannot vote on poll.
- (4) Any document/ Proxy Form in connection with the Annual General Meeting of the Company signed by any person for and on behalf of any Institution, Bank, Body Corporate etc., will be valid, only if such document/proxy form is supported by a duly authenticated copy of the Resolution of the Board of Directors authorizing such person to sign such document and/or to represent such Institution, Bank, Body Corporate etc., as the case may be.
- (5) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (6) Members/Proxies should bring the Attendance Slip duly filled in, for attending the Meeting. The Attendance slip is accompanied with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording Attendance at the forthcoming Annual General Meeting.
- (7) Due to the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 dated April 08, 2020, Circular no.17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 05, 2020, Circular no. 02/2021 dated January 13, 2021 and Circular No. 19/2021 dated December 08, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (“MCA Circulars”), and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/ HO/ CFD/ CMD2/ CIR/ P /2021/11 dated January 15, 2021 and SEBI/HO/ DDHS/P/CIR/2022/0063 dated May 13, 2022 and Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023 (“SEBI Circulars”) issued by the SEBI, notice of the AGM along with the Annual Report for the FY: 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the FY: 2022-23 will also be available on the Company’s website www.naveentile.com, and the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bse.com and www.nseindia.com respectively.
- (8) The relevant details as required under Regulations 26(4) and 6(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and secretarial standard on General meetings issued by the Institute of Company Secretaries of India in respect of a Person/ Director seeking appointment/ re-appointment as Directors are provided in the explanatory part to this Notice and also may be refer in the Corporate Governance part of Annual Report.
- (9) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business set out in items no. 4 to 5 to be transacted at the Meeting is annexed hereto.
- (10) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
- (11) Documents pertaining to items referred to in the Notice are available for inspection by any member/s at the Registered Office of the Company on any working day from 2 p.m. to 6 p.m. upto the date of Annual General Meeting.
- (12) Register of Members/Transfer books of the Company will be closed from Friday, September 15, 2023 to Friday, September 22, 2023 (both days inclusive) for the purpose of payment of dividend and AGM for FY2022-23.
- (13) Members seeking any information/clarification concerning the Accounts for the financial year 2022-23 are requested to send their specific request addressed to the Company at its Registered Office of the Company at least seven days before the Annual General Meeting.

- (14) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents will be available for inspection by the members during the AGM.
- (15) Please also refer “General Information to Shareholders” in the annexure to Corporate Governance Report forming part of this Annual Report.
- (16) In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
- (17) In compliance with the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023; the company has already sent the final reminder along with covering letter, Form ISR-1 for updation of PAN, KYC details etc., Form ISR -2 for confirmation of signature of securities holder by the banker, Form – 3 for Declaration Form for Opting-out of Nomination by Holders of Physical Securities, Form SH – 13 Nomination form in terms section 72 of the companies Act, 2013 and rules made thereunder to all the shareholders who is holding shares in physical mode urging them to update their KYC details. The above forms are also available on the company’s website at www.naveentile.com.
- (18) Members holding shares in physical mode are:
- to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.
 - advised to register nomination in respect of their shareholding in the Company. Nomination Form (SH-13).
 - If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be.
 - requested to register/ update their e-mail address with the Company/ Canbank Computer Services Limited (RTA) for receiving all communications from the Company electronically.
- (19) Members holding shares in electronic mode are:
- requested to submit their PAN and bank account details to their respective Depository Participants (“DPs”) with whom they are maintaining their Demat accounts.
 - advised to contact their respective DPs for registering nomination.
 - requested to register/ update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
- (20) Non-Resident Indian Members are requested to inform Canbank Computer Services Ltd. / respective DPs, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- (21) In terms of the provisions of Section 152 of the Act, Shri Naveen Rama Shetty (DIN: 00058779), Director of the Company, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.
- (22) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Canbank Computer Services Limited (RTA), for assistance in this regard.
- (23) Please refer last page of Annual Report for AGM Location Map.

(24) Members holding shares in physical form, in identical names, in more than one folio are requested to send to the Company or Canbank Computer Services Limited (RTA), the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

(25) Dividend Related Information:

- (a) Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
- (b) The Company has fixed Thursday, September 14, 2023 as the "Record Date" for the purpose of determining the Members eligible to receive dividend for the financial year 2022-23.
- (c) Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants/ demand drafts will be dispatch to the registered address of the Members who have not updated their bank account details.
- (d) Members are requested to register/ update their complete bank details with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s) and the process to be followed for updation of bank details, if shares are held in physical mode, is given in Note No. 18 in this Notice.
- (e) Pursuant to the requirement of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a company on or after April 1, 2020 the Company will be required to deduct "Tax deduction at source (TDS)" at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ Canbank Computer Services Limited / Depository Participant.
- (f) **For Resident Shareholders:** Tax is required to be deducted at source under Section 194 of the Act, at the rate of 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN/invalid PAN/PAN not linked with Aadhaar/not registered their valid PAN details in their account or classified as specified person in the income-tax portal, TDS at the rate of 20% shall be deducted under Section 206AA of the Act.
- (g) **For Non-resident Shareholders:** As per Domestic Tax Law: Taxes are required to be withheld in accordance with the provisions of Section 195 of the Act as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, nonresident shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

As per Double Tax Avoidance Agreement (DTAA): As per Section 90 of the Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction /withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

- (h) **TDS to be deducted at higher rate:** In case of non-filers of Return of Income; TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar; who do not provide/furnish their Permanent Account Number (PAN).

(26) Voting through electronic means:

- (a) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Obligations and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to cast their vote electronically, through the e-voting services provided by NSDL on all resolutions set forth in this Notice, through remote e-voting to all members.

- (b) Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 22, 2023. Members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.
- (c) The Board of Directors has appointed Mr. Sunil J. Shah, Practicing Company Secretary (Membership No. ACS: 8717), (mail id: sunil_j_shah@yahoo.com) as the Scrutinizer to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.naveentile.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
- (d) The remote e-voting period commences on September 19, 2023 (9.00 a.m. IST) and ends on September 21, 2023 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 14, 2023 (Cutoff date {record date}) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- (e) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the AGM.
- (f) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 14, 2023 (Cutoff date {record date}).

INSTRUCTIONS FOR E-VOTING

A. Login method for e-Voting:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IdeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdcomeither on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IdeAS" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IdeAS e-Services, option to register is available at https://eservicesnsdl.com. Select "Register Online for IdeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. If you are not registered for IdeAS e-Services, option to register is available at https://eservicesnsdl.com. Select "Register Online for IdeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.