



**MURUDESHWAR
CERAMICS LTD.**

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Bengaluru - 560001 India. Ph : 080 - 42897000, 25584181
E-mail : corporate_office@naveentile.com, mclblore@naveentile.com



GSTN : 29AABCM2526R1ZZ
CIN : L26914KA1983PLC005401

MCL: SEC: 2023

May 29, 2023

To,
BSE 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

Sub.: Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023.

Dear Sir/Madam,

We enclose herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023, as issued by Ms. Swati Ramachandra Hegde, Practicing Company Secretary, Bengaluru, in terms of the SEBI Listing Obligations and Disclosures Requirements Regulations, 2015 read with the Circular No. SEBI/CD/1/P/2/2019 dated April 23, 2019 issued by SEBI.

This is for your information and records.

Thanking You,

Yours' faithfully,

For Murudeshwar Ceramics Limited





SECRETARIAL COMPLIANCE REPORT
OF
MURUDESHWAR CERAMICS LIMITED

FOR THE FINANCIAL YEAR ENDED BY 31 MARCH, 2023

**Pursuant to Regulation 24A (2) read with SEBI Listing Obligations and Disclosure Requirements,
(Second (amended) Regulations, 2021 and circulars)**

I, **Swati Ramachandra Hegde**, Practicing Company Secretary (COP-19286), Sole Proprietor of M/s. Swati Hegde & Associates have conducted Secretarial Compliance Audit for **MURUDESHWAR CERAMICS LIMITED** (CIN: U26914KA1983PLC005401) having Registered Office at 604/B1 GOKUL ROAD, INDUSTRIAL AREA, HUBLI, KARNATAKA-580030, INDIA ("the Company"/"Listed entity") for the FY 2022-23 ("Review Period").

I have examined:-

- all the documents and records made available to me and explanation provided by **MURUDESHWAR CERAMICS LIMITED** ("the Company"/"Listed entity");
- the filings, submissions made by the Listed entity to the stock exchanges;
- website of the listed entity;
- any other documents/filing, as may be relevant, which has been relied upon to make this certification.

For the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of the

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")



Company Secretary



The specific Regulations, provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; --N.A. during the review period
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; --N.A. during the review period
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; --N.A. during the review period
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrar to an issue and share Transfer Agents) Regulation 1993.
- (j) Securities and Exchange Board of India (Depositories and participants) Regulations, 2018

And circulars and guidelines issued thereunder.

Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I hereby report that





During the Review Period the compliance status of the listed entity is specified as below:

Sr.No	Particulars	Compliance Status (Yes/ NO / NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	N.A.
2.	Adoption and timely updation of the Policies: ☐ All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	N.A.

	☐ All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI		
3.	Maintenance and disclosures on Website: ☐ The Listed entity is maintaining a functional website ☐ Timely dissemination of the documents/ information under a separate section on the website ☐ Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	N.A.
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	N.A.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: Identification of material subsidiary companies	N.A.	N.A.



	(b) Disclosure requirement of material as well as other subsidiaries		The Company does not have subsidiaries
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	N.A.
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	N.A.
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	N.A.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	N.A.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	N.A.






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I further report that, Compliances related to resignation of statutory a and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114 2019 was **Not Applicable** during the review period.

(a) The listed entity has complied with the provisions of the above guidelines issued thereunder, except in respect of matters specified below:

Nil



entity has taken the following actions to comply with the observations made in reports:

(a) The listed e
previous re

Regulati	Deviat	Action	Type	Details	Fine	Observati	Managem	Remarks	Sr	Compliance