

MCL: SEC: 2024

May 29, 2024

BSE Limited
Floor 25, P J Towers, Dalal Street,
MUMBAI 400 001.
STOCK CODE: 515037

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, 2024.

Dear Sir/Madam,

We enclose herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024, as issued by Ms. Swati Ramachandra Hegde, Practicing Company Secretary, Bengaluru, in terms Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, issued by SEBI.

This is for your information and records.

Thanking You,

Yours' faithfully,

For Murudeshwar Ceramics Limited


Ashok Kumar
Company Secretary and
Compliance Officer





**SECRETARIAL COMPLIANCE REPORT
OF
MURUDESHWAR CERAMICS LIMITED**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[Pursuant to Regulation 24A (2) read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) 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: L26914KA1983PLC005401) having its Registered office at 604/B, GOKUL ROAD, INDUSTRIALESTATE, HUBLI KARNATAKA- 580030 INDIA and a place other than Registered Office at '7th Floor, Naveen Complex, 14, M G Road, Bangalore Karnataka- 560001 India' ("the Company / Listed entity") for the F.Y. 2023-24 ("Review Period").

I have examined:

- (a) all the documents and records made available to me and explanation provided by **MURUDESHWAR CERAMICS LIMITED** ("the Company / listed entity"),
 - (b) the filings/ submissions made by the Listed entity to the stock exchanges,
 - (c) website of the listed entity,
 - (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report,
- for the Financial Year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of :
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) 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");





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; --Not Applicable during the review period
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; --Not Applicable 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.

And based on the above examination, I hereby report that, during the Review Period:

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

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil / None										





(a) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable (N.A.)										

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 / N.A.(Not Applicable)]	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 □ 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	Yes	N.A.
3.	Maintenance and disclosures on Website: □ The Listed entity is maintaining a functional website	Yes	N.A.





	<ul style="list-style-type: none">□ 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		
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.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	N.A.	N.A. The Company does not have any subsidiary.
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.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes No Action was taken against the listed entity/ its promoters/ directors	N.A. No Action was taken against the listed entity/ its promoters/ directors
12.	Resignation of Statutory Auditors from the listed entity or its material subsidiary : In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Yes No Resignation of Statutory Auditor during the F.Y.	N.A. No Resignation of Statutory Auditor during the F.Y.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes No additional non-compliance observed	N.A. No additional non-compliance observed





Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



For Swati Hegde & Associates
Company Secretaries

Swati Hegde
29/05/2024

Swati Ramachandra Hegde
Proprietor

FCS No: 10795 & CP No: 19286

Peer review certificate No: 2875/2023
Unique Identification Code: S2020KR723400

Date : 29-05-2024

Place: Bengaluru

UDIN: F010795F000483234