

# KAJARIA CERAMICS LIMITED

[CIN: L26924HR1985PLC056150]

**Registered Office:** SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana-122001 **Phone:** +91-124-4081281

**Corporate Office:** J-1/B-1 (Extn.), Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044

**Phone:** +91-11-26946409 **Fax:** +91-11-26946407

**E-mail:** investors@kajariaceramics.com **Website:** www.kajariaceramics.com

## **NOTICE**

**NOTICE** is hereby given that the 34<sup>th</sup> (Thirty Fourth) Annual General Meeting of the members of Kajaria Ceramics Limited (the 'Company') will be held on Monday, September 28, 2020 at 3.00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business(es):

### **Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2020 and Reports of Board of Directors and Auditors thereon

**"RESOLVED THAT** the audited standalone financial statements of the Company including the Balance Sheet as at 31<sup>st</sup> March, 2020, the statement of profit and loss, the cash flow statement for the financial year ended on 31<sup>st</sup> March, 2020, notes to financial statements, reports of the Board and Auditors' thereon be and are hereby received, considered and adopted.

**RESOLVED FURTHER THAT** the audited consolidated financial statements of the Company including the Balance Sheet as at 31<sup>st</sup> March, 2020, the statement of profit and loss, the cash flow statement for the financial year ended on 31<sup>st</sup> March, 2020, notes to financial statements, along with the Auditors' report thereon be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. Chetan Kajaria (DIN: 00273928), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment:

**"RESOLVED THAT** pursuant to the provisions of Section 152 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, for the time being in force), Mr. Chetan Kajaria (DIN: 00273928), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint a Director in place of Mr. Rishi Kajaria (DIN: 00228455), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment:

**"RESOLVED THAT** pursuant to the provisions of Section 152 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, for the time being in force), Mr. Rishi Kajaria (DIN: 00228455), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

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

**Ram Chandra Rawat  
COO (A&T) & Company Secretary  
[FCS No. 5101]**

Place: New Delhi  
Date: August 7, 2020

### **NOTES:**

1. In view of the massive outbreak and extraordinary circumstances created due to COVID-19 pandemic, the Ministry of Corporate Affairs vide its General Circular no. 14/2020 dated April 08, 2020, General Circular no.17/2020 dated April 13, 2020 and General Circular no. 20/2020 dated May 05, 2020 ("MCA Circulars") has allowed to hold the Annual General Meeting ('AGM' or 'Meeting') of the Company during the calendar year 2020 through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. Therefore, in compliance to the MCA Circulars, applicable provisions of the Companies Act, 2013 ('the Act') and SEBI Circulars and Regulations, the 34<sup>th</sup> AGM of the Company is scheduled to be held through VC / OAVM in the manner given below. The deemed venue of this meeting shall be considered at the Registered Office of the Company situated at SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana-122001.
2. In view of relaxation given by MCA Circulars and SEBI's Circular dated May 12, 2020, the Annual Report including Financial

statements, Auditor's report, Directors' Report, Notice of AGM along with all the annexures and attachments thereof is being sent through email to those Members whose email addresses are registered with the Company / Depositories and no physical copy of the same will be sent by the Company. Members may note that the Notice and Annual Report of the Company for the financial year 2019-20 will also be available on the Company's website i.e. [www.kajariaceramics.com](http://www.kajariaceramics.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and is also available on the website of National Securities Depository Limited (agency for providing the remote e-voting facility).

3. Brief resume and other particulars of Mr. Chetan Kajaria and Mr. Rishi Kajaria, pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**the Listing Regulations**') read with the Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India, are annexed herewith as **Annexure A**.
4. Pursuant to Section 113 of the Act, Institutional / Corporate Members are requested to send to the Company certified copy of the Board Resolution / Power of Attorney authorizing their representative(s) to participate in remote e-voting or to attend and vote on their behalf at the Meeting at [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) or [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), before e-voting/ attending AGM from their registered email address.
5. It is being informed that physical presence of the members has been dispensed with for attending the meeting through VC/OAVM, therefore, the facility to appoint proxy to attend and cast vote for the members will not be available for this AGM and the Proxy Form, Attendance Slip and route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote.
8. Only bonafide members of the Company whose names appear on the Register of Members will be permitted to join the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from joining the AGM.
9. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company. The members are requested to submit the complete and signed form SH-13 with their Depository Participant ('**DP**') who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent - MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi 110020 (the '**RTA**').
10. **Members holding shares in physical form are requested to notify/send the following to the RTA of the Company:**
  - i) **Any change or update in their mailing address;**
  - ii) **Particulars of their PAN, Bank account & e-mail ids in case the same have not been registered with the Company;**
  - iii) **Members who hold shares in physical form in multiple folios in identical names are requested to send all share certificates for consolidation into single folio.**

**Further, please note that Members holding equity shares in electronic form are requested to contact to their respective DP with whom they are maintaining the Demat accounts for updation in address, e-mail ids, Bank details, Bank mandate, ECS mandate, etc.**

Pursuant to the amendment in Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1<sup>st</sup> April, 2019, any request for transfer of shares held in physical form shall not be processed, except in case of transmission or transposition of shares or in case of transfer deed(s) once lodged with the Company prior to 1<sup>st</sup> April, 2019 and returned/rejected due to deficiency in the documents. Thus, the Members holding shares in physical form are requested to dematerialised their shareholding, as the shares of the Company are under compulsory demat trading.

The Company has dedicated E-mail ID, i.e. [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com) for Members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, Certificate from Statutory Auditors of the Company that the Kajaria Ceramics Employee Stock Option Plan, 2015 has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and all the documents

referred to in the accompanying Notice, are open for inspection in electronic form by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection by the members. Members seeking to inspect such documents can send an email to [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com).

12. The Registers of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 22, 2020 to Monday, September 28, 2020 (both days inclusive) in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of the AGM.
13. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. Members, who have not encashed their dividend warrant for the financial year 2013-14 and/or the dividend warrants issued for any subsequent financial years so far, are requested to make their claim to the Company / the RTA of the Company or send an email to [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). However, all the unclaimed dividend pertaining to the financial years before the financial year 2013-14 have been transferred to the Investor Education and Protection Fund ('IEPF') as per the provision of Sections 124 & 125 of the Act. Members may please note that no claim shall lie against the Company in respect of dividend which remains unclaimed/ unpaid for a period of seven years from the date it is lying in the unpaid dividend account.

Unclaimed dividend information is available on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and also on the website of the Company viz. [www.kajariaceramics.com](http://www.kajariaceramics.com)

14. The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 including any statutory modification(s) or re-enactment(s) thereof (the 'IEPF Rules'), amongst other matters, provide for transfer of the shares, in respect of which dividend has not been paid or claimed for seven or more consecutive years, to IEPF Authority and the shares shall be credited to the Demat Account of IEPF Authority, within 30 days of such shares becoming due to be transferred to the IEPF.

Accordingly, the Company had transferred total 508182 equity shares of Re. 1/- each, in respect of which dividend had not been claimed by the shareholders for 7 consecutive years or more (i.e. During the year 2020-21: 54470 equity shares, During the year 2019-20: 36618 equity shares, During the year 2018-19: 53362 equity shares and during the year 2017-18: 363732 equity shares) to IEPF Authority.

Pursuant to the IEPF Rules, the unclaimed dividend for the financial year 2013-14 will become due for transfer in favour of the IEPF Authority on 31<sup>st</sup> July, 2021 (i.e. Due date) and accordingly, both the unclaimed dividend and shares in respect of which dividend had not been claimed by the shareholders for 7 consecutive years or more will be transferred to the IEPF Authority within 30 days of the Due date.

The Members may kindly note that both the unclaimed dividend and corresponding shares transferred to IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from IEPF Authority after following the procedure prescribed by the IEPF Rules.

The Members are requested to claim their unclaimed/unpaid dividend well within the permissible time period.

15. The SEBI has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. However, the members having their shareholding in the Demat form are requested to provide their PAN details to their respective DPs and those who have shares in physical mode are requested to provide their PAN details to the Company or the RTA of the Company.
16. Members who would like to express their views/ask questions before or during the meeting may send an email at Company's email address [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com) from their registered email id with the Company or RTA mentioning their views/questions along with their full name, demat account number/folio number, registered email id, mobile number and such other details as may be deemed fit by Saturday, September 19, 2020 Only the views/questions of those shareholders will be taken-up who has mailed it to the Company within prescribed time and will be replied suitably. A shareholder who has been registered as a Speaker, will only be allowed to speak during the meeting, subject to the discretion of the Company.
17. **To support the 'Green Initiative', the members who are yet to register / update their email address with the Company or DPs are once again requested to register / update the same for receiving the Notices, Annual Reports and other documents / communications through electronic mode.**

**INSTRUCTIONS FOR REMOTE-VOTING, E-VOTING AND JOINING THE AGM THROUGH VC/OAVM AS PER MCA CIRCULARS ARE AS FOLLOWS:**

18. The Company shall be providing two way teleconferencing facility for the ease of participation of the members.

19. Members are requested to participate on first come first serve basis. However, the participation of members holding 2% or more, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, the Statutory Auditors and the Secretarial Auditors of the Company is not restricted on first come first serve basis. Participation is restricted up to 1000 members only.
20. The facility for joining AGM through VC/OAVM will be opened 15 minutes before and after the scheduled time of commencement of the AGM.
21. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and SS-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including amendments thereto), and the MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Company is pleased to provide:
  - (i) facility to the members to exercise their right to vote on resolution(s) proposed to be considered at the AGM by remote e-voting for voting before the AGM and
  - (ii) facility of e-voting at the AGM to its Members on resolution(s) proposed to be considered at the AGM to be held through VC / OAVM.

The facility of casting vote through remote e-voting system from a place other than venue of the AGM (the 'remote e-voting') and e-voting at the AGM will be provided by National Securities Depository Limited ('NSDL').

22. The remote e-voting period commences at 9:00 a.m. (IST) on Friday, September, 25, 2020 and ends at 5:00 p.m. (IST) on Sunday, September, 27, 2020. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of Monday, September 21, 2020 ('**Cut-off date**'), may cast their vote by remote e-voting.

No remote e-voting shall be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled for voting upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolution(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM as per the process mentioned below in the Notice.

23. The instruction for remote e-voting are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are as under:

Step - 1 - Process to login to NSDL e-voting website at <https://www.evoting.nsdl.com/>:

- (i) Please visit at the e-voting website of NSDL. Open the web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- (ii) Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- (iii) A new screen will open. Please enter User ID, password and Verification code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to cast your vote electronically.*

- (iv) User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in Demat account with NSDL	8 character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12*****, then User ID is IN300***12*****
For Members who hold shares in Demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** , then User ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456, the User ID is 101456001***

- (v) Password details are given below:
- (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which is communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - (c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- (vi) If you are unable to retrieve the password or have not received the 'initial password' or have forgotten your password:
- Click on '**Forget User Details/Password?**', option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (if your demat account is with NSDL/CDSL)
  - Click on '**Physical User Reset password?**', option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (if you are holding shares in physical form)
  - If you are still unable to retrieve your password through above said options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (vii) After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- (viii) Now, click on 'Login' and the Home page of e-voting will open.

**Step - 2 – Process to cast vote electronically on NSDL e-voting system:**

- (i) After successful login at Step - 1, you will be able to see the Home Page of e-voting. Click on e-voting. Then click on Active Voting Cycles.  
  
Now, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- (ii) Select 'EVEN' (Electronic Voting Even Number) of Kajaria Ceramics Limited.
- (iii) Now you are ready for e-voting as the voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- (v) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (vi) You can also take printout of the votes cast by you by clicking on the print option on confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for e-voting:**

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutiniser through e-mail at [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) or [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.



**24. Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolution(s) set out in this Notice:**

In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DP-ID + CL-ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com).

**25. Instructions for members for e-voting on the day of the AGM are as under:**

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolution(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- iii. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

**26. Instructions for members for attending the AGM through VC/OAVM are as under:**

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
  - ii. Members are encouraged to join the Meeting through Laptops for better experience.
  - iii. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - iv. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - v. Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com). The same will be replied by the company suitably.
  - vi. The shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
27. The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. Monday, September 21, 2020
28. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, September 21, 2020 only shall be entitled to avail the facility of remote e-voting / e-voting facility during the AGM.
29. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. However, a person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
30. Any person, who acquire shares of the Company and become a member of the Company after dispatch of the Notice of the AGM and holding shares as on the Cut-off date i.e. Monday, September 21, 2020, may obtain the login ID and password by sending a request (along with Name, Folio No./DP ID-Client ID, as the case may be and shareholding) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)

In case of any queries connected with voting by electronic means, you may refer the frequently Asked Question (FAQs) for Shareholders and the remote e-voting user manual for Shareholders available at the download section of

www.evoting.nsdl.com or contact Ms. Pallavi Mhatre, Manager, NSDL, Trade World, A Wing, Fourth and Fifth Floor, Kamala Mills Compound, Lower Parel, Mumbai- 400013 through email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or on Toll Free No. 1800-222-990.

31. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to e-voting at the AGM, but they may join the AGM. E-voting cast at the AGM together with vote cast through remote e-voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.
32. The Board of Directors of the Company has appointed Dr. S. Chandrasekaran (FCS No. 1644, CP No. 715) or failing him Mr. Rupesh Agarwal (Membership No.: ACS 16302, CP No.: 5673) or failing of him Mr. Shashikant Tiwari (ACS No.: 28994, CP No. 13050), Practicing Company Secretaries, M/s Chandrasekaran Associates, Company Secretaries, having its office situated at 11F, Pocket - IV, Mayur Vihar, Phase- 1, Delhi- 110091, as the Scrutiniser to scrutinize the voting through remote e- voting and e-voting process, in a fair and transparent manner.
33. The Scrutiniser shall immediately after the conclusion of the Meeting, will count the e-voting cast at the Meeting and the vote cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, within the time permissible under the applicable laws, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him, who shall counter sign the same.
34. The results declared alongwith the report of the Scrutiniser shall be placed in the website of the Company [www.kajariaceramics.com](http://www.kajariaceramics.com) and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorised by him and the results shall also be communicated to BSE Limited and National Stock Exchange of India Limited. The results will also be displayed at the Registered Office as well as the Corporate Office of the Company.
35. Subject to receipt of requisite number of votes, the resolution(s) set out in the Notice of the AGM shall be deemed to be passed at the 34<sup>th</sup> AGM scheduled to be held on Monday, September 28, 2020.

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

**Ram Chandra Rawat  
COO (A&T) & Company Secretary  
[FCS No. 5101]**

Place: New Delhi  
Date: August 7, 2020

**Information pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Directors proposed to be re-appointed:**

Name of Directors	Mr. Chetan Kajaria (DIN: 00273928)	Mr. Rishi kajaria (DIN:00228455)
Date of Birth	24.12.1974	14.10.1978
Age as on 31 <sup>st</sup> March, 2020	45 Years	42 Years
Date of first appointment on the Board of the Company	15.06.2000	26.07.2003
Qualification	B.Engg. (Petrochem) from Pune University and MBA from Boston College (USA).	B.Sc. in Business Administration from Boston University (USA).
Experience	<p>He started his journey at Kajaria Ceramics Limited in the year 2000 and has been instrumental in giving a new dimension to the Company by opening international standard tile showrooms across the country which has today become an industry trend. Mr. Kajaria is spearheading the ceramic tile vertical. He is responsible for the first ever acquisition in the Company's history- acquiring a ceramic tile plant in Gujarat for feeding the Western and Southern markets in February 2011. He spread the concept of value added tiles in the ceramic tile vertical using digital technology from Spain by displaying at dealers' showroom across the country. He had also led the acquisition of a ceramic tile plant in Vijayawada, Andhra Pradesh in April 2012, marking the Company's entry into the growing markets of South India. He has played a key role in making Kajaria Ceramics Limited a leading manufacturer of ceramic wall &amp; floor tiles in India.</p> <p>To entrench the presence of the Kajaria brand into every Indian household, he successfully contoured the Group's presence into the plywood space by adopting an asset-light operating model.</p>	<p>He joined Kajaria Ceramics in the year 2003 and spearheads the vitrified tile vertical. Initially, he opted for trading vitrified tiles rather than joining the race of setting up capacities. After importing for 5 years, he decided to manufacture them. The first production unit for vitrified tile was started in Sikandrabad in 2010. Subsequently, Kajaria Ceramics commissioned a huge expansion of vitrified tiles at Gailpur in 2011. The next capacity addition came through joint ventures in Morbi, Gujarat. With this strategy, he added capacity without any gestation period and acquired reach. Today the total production capacity of vitrified tiles is 44.90 MSM per annum. Mr. Kajaria identified the opportunity in the Bathware segment and started Kajaria Bathware. He is also responsible for spearheading the lateral shift of the company into Sanitaryware and faucets in keeping with the overall growth master plan.</p>
Terms and conditions of re-appointment	Mr. Chetan Kajaria will continue to be the Joint Managing Director of the Company.	Mr. Rishi Kajaria will continue to be the Joint Managing Director of the Company.
Remuneration sought and last drawn	<p><u>Remuneration Sought:</u></p> <p>No additional remuneration will be payable except as approved by the shareholders at the Annual General Meeting held on 27<sup>th</sup> August, 2018.</p> <p><u>Remuneration last drawn as Joint Managing Director:</u></p> <p>As mentioned in the Corporate Governance Report.</p>	<p><u>Remuneration Sought:</u></p> <p>No additional remuneration will be payable except as approved by the shareholders at the Annual General Meeting held on 27<sup>th</sup> August, 2018.</p> <p><u>Remuneration last drawn as Joint Managing Director:</u></p> <p>As mentioned in the Corporate Governance Report.</p>
Shareholding in the Company as on 31 <sup>st</sup> March, 2020	1339880 Equity Shares	1805716 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	<p>Mr. Ashok Kajaria, Chairman &amp; Managing Director is the father of Mr. Chetan Kajaria.</p> <p>Mr. Rishi Kajaria is the brother of Mr. Chetan Kajaria.</p> <p>Other than above, Mr. Chetan Kajaria is not related to other Directors and Key Managerial Personnel of the Company.</p>	<p>Mr. Ashok Kajaria, Chairman &amp; Managing Director is the father of Mr. Rishi Kajaria.</p> <p>Mr. Chetan Kajaria is the brother of Mr. Rishi Kajaria.</p> <p>Other than above, Mr. Rishi Kajaria is not related to other Directors and Key Managerial Personnel of the Company.</p>
Nos. of Board Meetings attended during the financial year 2019-20	5 (Five)	5 (Five)
Directorships held in other Public Limited Companies including other Listed Companies as on 31 <sup>st</sup> March, 2020	Nil	Nil
Chairmanships / Memberships- of the Committee of Board of Directors of the Company as on 31 <sup>st</sup> March, 2020*	He is a member in Stakeholders Relationship Committee of the Company.	Nil
Chairmanships / Memberships of the Committee of the Board of Directors of other Public Limited Companies as on 31 <sup>st</sup> March, 2020*	Nil	Nil

**Note:**

\*The Committee of Board of Directors includes only Audit committee and Stakeholders Relationship Committee as per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**Ram Chandra Rawat  
COO (A&T) & Company Secretary  
[FCS No. 5101]**

Place: New Delhi  
Date: August 7, 2020



***Kajaria***

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CERAMICS  
LIMITED**

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TRAUMATIC TRAGEDIES AND ECONOMIC  
DOWNTURNS ARE IMPOSSIBLE TO  
PREDICT BUT ARE AS TRUE AS SUNRISE.

THEY GENERALLY COME UNANNOUNCED.

BUILDING RESILIENCE, HENCE, IS CRITICAL.

FOR WHEN  
THE SUN  
RISES  
YOU'D STILL  
BE PACING  
AHEAD.