

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

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

NOTICE

NOTICE is hereby given that the 36th (Thirty Sixth) Annual General Meeting of the members of Kajaria Ceramics Limited (the 'Company') will be held on Friday, September 23, 2022 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 March 31, 2022 and Reports of Board of Directors and Auditors thereon:

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

"RESOLVED THAT the audited standalone financial statements of the Company including the Balance Sheet as at March 31, 2022, the statement of profit and loss, the cash flow statement for the financial year ended on March 31, 2022, 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 March 31, 2022, the statement of profit and loss, the cash flow statement for the financial year ended on March 31, 2022, notes to financial statements, along with the Auditors' report thereon be and are hereby received, considered and adopted."

2. To declare a final dividend of Rs. 3/- per equity share:

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

"RESOLVED THAT a final dividend of Rs. 3/- per equity share of Re. 1/- each fully paid up for the financial year 2021-22 be and is hereby approved and declared."

3. 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:

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 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."

4. 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:

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 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."

5. To re-appoint M/s Walker Chandio & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company for second term and to fix their remuneration:

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof] and as recommended by the Audit Committee and the Board of Directors of the Company, M/s Walker Chandio & Co LLP, Chartered Accountants, (Firm Registration Number 001076N/N500013), be and are hereby re-appointed as the Statutory Auditors of the Company for second term of five consecutive years to hold office from the conclusion of the 36th Annual General Meeting ('AGM') of the Company till the conclusion of the 41st AGM of the Company, on such remuneration as may be decided by the Board of Directors of the Company in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee of Board of Directors) be and are hereby authorised to decide and/or alter the terms & conditions of the appointment, including the remuneration of the Statutory Auditors, for the relevant year during the aforesaid term of their re-appointment.”

Special Business:

6. To appoint Mr. Lalit Kumar Panwar (DIN: 03086982) as an Independent Director 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 Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules, if any, read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Nomination and Remuneration Policy of the Company, the Articles of Association of the Company and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Lalit Kumar Panwar (DIN: 03086982), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member of the Company proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years to be effective from the conclusion of the 36th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee of Board of Directors) be and are hereby authorised to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

7. To appoint Mr. Sudhir Bhargava (DIN: 00247515) as an Independent Director 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 Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules, if any, read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Nomination and Remuneration Policy of the Company, the Articles of Association of the Company and on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sudhir Bhargava (DIN: 00247515), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member of the Company proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years to be effective from the conclusion of the 36th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee of Board of Directors) be and are hereby authorised to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

**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 30, 2022

NOTES:

1. In view of the extraordinary circumstances due to outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) vide its General Circular no. 14/2020 dated April 08, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 20/2020 dated May 05, 2020 and General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 8, 2021, General Circular no. 21/2021 dated December 14, 2021, General Circular no. 02/2022 dated May 5, 2022, read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and the SEBI’s Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (‘Circulars’) has allowed the companies to hold the Annual General Meeting (‘AGM’ or ‘Meeting’) become due in the year 2022 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

Circulars, applicable provisions of the Companies Act, 2013 ('Act') and the SEBI Regulations, the 36th 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. In compliance with the General Circular no. 20/2020 issued by the MCA, item(s) mentioned in Special Business of the Notice of the AGM is considered unavoidable and forms part of this Notice.

2. In view of relaxation given by MCA / the SEBI, the Annual Report including Financial Statements, Auditor's report, Directors' Report, Notice of this AGM along with all the annexures and attachments thereof is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories, except those Members who request for the physical copy of the same. Members may note that the Notice and Annual Report of the Company for the financial year 2021-22 will also be available on the Company's website i.e. www.kajariaceramics.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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. The Explanatory Statement, pursuant to the provisions of Section 102 of the Act, in respect of Special Business to be transacted at the 36th AGM, is annexed and forms part of this Notice.
4. Brief resume and other particulars of Mr. Chetan Kajaria, Mr. Rishi Kajaria, Dr. Lalit Kumar Panwar and Mr. Sudhir Bhargava, 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**.
5. 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 or investors@kajariaceramics.com or admin@mcsregistrars.com with a copy marked to evoting@nsdl.co.in, before e-voting/ attending the AGM, from their registered email address.
6. 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.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote at the AGM.
9. 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.
10. 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').
11. *Members holding shares in physical form are requested to notify/send the following in the Form ISR-1 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;*

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 Listing Regulations, with effect from 1st 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 1st 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 for Members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.

12. 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 the Secretarial Auditors of the Company that the Kajaria Employee Stock Option Scheme, 2015 has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2015 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
13. The Registers of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 17, 2022 to Friday, September 23, 2022 (both days inclusive) in terms of the provisions of the Act and the Listing Regulations for the purpose of the AGM and determining the names of the members eligible for dividend on equity shares, if declared.
14. Members are requested to note that, dividends if not encashed for a consecutive period of seven 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 2014-15 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 or admin@mcsregistrars.com. However, all the unclaimed dividend pertaining to the financial years before the financial year 2014-15 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 consecutive 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 and also on the website of the Company viz. www.kajariaceramics.com

15. 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 5,64,212 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 2021-22: 56,030 equity shares, during the year 2020-21: 54,470 equity shares, during the year 2019-20: 36,618 equity shares, during the year 2018-19: 53,362 equity shares and during the year 2017-18: 3,63,732 equity shares) to IEPF Authority. Further, pursuant to the IEPF Rules, as on March 31, 2022, the IEPF Authority has released 9,720 equity shares of Re. 1 each to the claimant(s).

Pursuant to the IEPF Rules, the unclaimed dividend for the financial year 2014-15 has become due for transfer in favour of the IEPF Authority on October 14, 2022 (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.

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 from their registered email id to 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 Tuesday, September 13, 2022. 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 Member 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.***

Members are also requested to promptly intimate any change in their name, postal address, e-mail address, contact numbers, PAN, mandates, bank details, etc. to their DPs for equity shares held in dematerialised form and to the RTA of the Company in Form ISR - 1 for equity shares held in physical form.

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

18. The Company shall be providing two way teleconferencing facility for the ease of participation of the Members of the Company. The facility for joining the AGM through VC/OAVM will be opened 15 minutes before and after the scheduled time of commencement of the AGM.
19. Members are requested to participate on first come first serve basis. However, the participation of members holding 2% or more shares, 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. 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 Listing Regulations (including amendments thereto) and the Circulars, 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 before the AGM; and
 - (ii) facility of e-voting at the AGM to its Members, who have not cast their vote through remote e-voting, on resolution(s) proposed to be considered at the AGM.

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').

21. The remote e-voting period commences at 9:00 a.m. (IST) on Tuesday, September 20, 2022 and ends at 5:00 p.m. (IST) on Thursday, September 22, 2022. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of Friday, September 16, 2022 ('**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.

22. 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 – Access to NSDL e-voting System:

A. Login method for e-voting and joining the AGM for the shareholders holding shares in demat mode:

In terms of the SEBI's 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 e-mail Id in their demat accounts in order to access e-voting facility. Login method for Individual shareholders holding shares in demat mode is given below:

Type of shareholders	Login Method
Shareholders holding shares in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS users can visit the e-Services website of NSDL, viz.: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on options available against the Company name or e-voting service provider i.e. NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining the Meeting & voting during the Meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Please select 'Register Online for IDeAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please visit the e-voting website of NSDL and open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat

	<p>account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against the Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining the Meeting & voting during the Meeting.</p> <p>4. Members can also download NSDL Mobile App 'NSDL Speede' available on App Store / Google Play.</p>
Shareholders holding shares in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Please click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. & Email ID as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.</p>
Shareholders (holding shares in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Please click on options available against the Company's name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining the Meeting & voting during the Meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at the abovementioned website.

Helpdesk for the shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-3058542-43

B. Login method for e-voting and joining the Meeting for the shareholders other than the shareholders holding shares in demat mode; and shareholders holding shares in physical mode:

- (i) Please visit at the e-voting website of NSDL and 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, please click on the icon 'Login' which is available under 'Shareholders/Members' 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, please click on e-

voting and you can proceed to Step 2 i.e. 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. Please 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:
 - Please click on '**Forgot User Details/Password?**' (if your demat account is with NSDL/CDSL) option available at www.evoting.nsdl.com
 - Please click on '**Physical User Reset password?**' (if you are holding shares in physical form) option available at www.evoting.nsdl.com
 - If you are still unable to retrieve your password through above said options, you can send a request at evoting@nsdl.co.in, mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - 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, please click on 'Login' button and the Home page of e-voting will open.

Step - 2 – Process to cast your vote electronically and join the Meeting on NSDL e-voting system:

- (i) After successful login at Step -1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and the Meeting is in active status.
- (ii) Please select 'EVEN' (Electronic Voting Event Number) of Kajaria Ceramics Limited and for joining the Meeting, you need to click on "VC/OAVM" link placed under 'Join Meeting'.
- (iii) Now you are ready for e-voting as the voting page opens.
- (iv) You can 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 be not 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 Scrutinizer through e-mail at rupesh@cacsindia.com or investors@kajariaceramics.com or admin@mcsregistrars.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-voting' tab in their login.
- 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 to reset the password.
- iii. In case of any queries connected with e-voting, 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 or on Toll Free No. 1800 1020 990 / 1800 22 44 30.

23. Process for those shareholders whose e-mail ids are not registered with the Company / 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:

- i. 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
- ii. 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
- iii. If you are an Individual shareholder holding shares in demat mode, you are requested to refer to the login method explained at Step 1(A) above, i.e. Login method for e-voting and joining the AGM for shareholders holding shares in demat mode.
- iv. Alternatively, a shareholder may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

24. 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 in 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 under 'General Guidelines for e-voting'.

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

- i. A Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. The Members may access by following the steps mentioned above for 'Access to NSDL e-voting system'. After successful login, you can see link of 'VC/OAVM link' placed under 'Join the Meeting' menu against the Company's name. You are requested to click on VC/OAVM link placed under Join the Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the 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.
- 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. The shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

26. 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. Friday, September 16, 2022.
27. 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. Friday, September 16, 2022, only shall be entitled to avail the facility of remote e-voting / e-voting facility during the AGM. However, a person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
28. 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. Friday, September 16, 2022, 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 or admin@mcsregistrars.com.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/Password' or 'Physical User Reset Password' option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of shareholders holding shares in demat mode who acquires shares of the Company and becomes a shareholder of the Company after sending of the Notice and holding shares as of the Cut-off date i.e. Friday, September 16, 2022, may follow steps mentioned in the Notice of the AGM under 'Access to NSDL e-voting system'.
29. 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.
30. The Board of Directors of the Company has appointed Mr. Rupesh Agarwal or failing of him Dr. S. Chandrasekaran or failing of him Mr. Shashikant Tiwari, Practicing Company Secretaries of M/s Chandrasekaran Associates, Practicing Company Secretaries, having its office situated at 11F, Pocket - IV, Mayur Vihar, Phase- 1, Delhi- 110091, as the Scrutinizer to scrutinize the voting through remote e- voting and e-voting during the AGM, in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting, will count the e-voting cast during 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 Scrutinizer'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.
31. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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.
32. 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 36th AGM scheduled to be held on Friday, September 23, 2022.

**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 30, 2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

M/s Walker Chandio & Co LLP, Chartered Accountants, (Firm Registration Number 001076N/N500013), were appointed as Statutory Auditors of the Company at the 31st Annual General Meeting ('AGM') of the Company held on August 10, 2017, for a period of five consecutive years effective from the conclusion of the 31st AGM upto the conclusion of the 36th AGM of the Company. Hence, the tenure of M/s Walker Chandio & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company will be completed at the conclusion of the 36th AGM of the Company.

As per the provisions of the Companies Act, 2013 ('the Act') and rules made thereunder, M/s Walker Chandio & Co LLP, are eligible for re-appointment for second term of five consecutive years and they have given their consent for their re-appointment as the Statutory Auditors of the Company and has issued a certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act and the rules made thereunder. M/s Walker Chandio & Co LLP have confirmed that they are eligible for the said re-appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

Walker Chandio & Co LLP ('WCC') was incorporated on January 01, 1935 and got converted to LLP on March 25, 2014. WCC is registered with the Institute of Chartered Accountants of India and has more than 85 years of experience in India providing audit, tax and advisory services. WCC presently audits more than 100 large and listed audits and is 4th largest firm by number of companies audited in India. The firm has more than 55 partners and is having 14 offices all across India.

Accordingly, on the recommendations of the Audit Committee, the Board of Directors ('the Board') of the Company, has recommended the re-appointment of M/s Walker Chandio & Co LLP, Chartered Accountants, (Firm Registration Number 001076N/N500013), as the Statutory Auditors of the Company by the shareholders of the Company, for the second term of five

consecutive years from the conclusion of this 36th AGM of the Company till the conclusion of the 41st AGM of the Company, at an annual remuneration of Rs. 85 lakhs for the financial year ending March 31, 2023, excluding applicable taxes and reimbursement of out-of-pocket expenses.

The remuneration for the subsequent year(s) of their term will be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of the Company and the Statutory Auditors of the Company. There is no material change in the remuneration paid to M/s Walker Chandio & Co LLP, the retiring Statutory Auditors, for the audit conducted for the year ended March 31, 2022 and the remuneration proposed to be paid to M/s Walker Chandio & Co LLP for the financial year ending March 31, 2023.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality, reports, etc., M/s Walker Chandio & Co LLP has been recommended to be re-appointed as the Statutory Auditors of the Company for the second term of five consecutive years.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval of the shareholders of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

ITEM NOS. 6 & 7

Pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Articles of the Association of the Company, and on considering the expertise, integrity, skills, experience, knowledge of Dr. Lalit Kumar Panwar (DIN: 03086982) and Mr. Sudhir Bhargava (DIN: 00247515), the Board of Directors ('Board') of the Company on the recommendation of the Nomination and Remuneration Committee ('NR Committee'), has recommended to appoint each of them as the Independent Director(s) of the Company for a period of five consecutive years to be effective from the conclusion of the 36th Annual General Meeting ('AGM') of the Company, who will not be liable to retire by rotation.

In view of this, it is proposed to appoint Dr. Lalit Kumar Panwar and Mr. Sudhir Bhargava as the Independent Director(s) on the Board of the Company for a period of five consecutive years to be effective from the conclusion of the 36th AGM of the Company, who will not be liable to retire by rotation.

In the opinion of the Board of the Company, Dr. Lalit Kumar Panwar and Mr. Sudhir Bhargava fulfil the conditions specified in the Act and rules made thereunder read with the Listing Regulations for their appointment(s) as the Independent Director(s) of the Company and they are independent of the management.

The Board of the Company considers that association of Dr. Lalit Kumar Panwar and Mr. Sudhir Bhargava would be of immense benefit to the Company and accordingly, it is desirable to avail their services as the Independent Director(s) of the Company. The Board of the Company is of opinion that Dr. Lalit Kumar Panwar and Mr. Sudhir Bhargava are person of integrity, possess relevant expertise and vast experience and they are meeting the criteria of independence and on the recommendation of the NR Committee, the Board of the Company recommends appointment of Dr. Lalit Kumar Panwar and Mr. Sudhir Bhargava, as the Independent Director(s) of the Company.

The Company has received notices in writing from the member(s) under Section 160 of the Act proposing the candidature of Dr. Lalit Kumar Panwar and Mr. Sudhir Bhargava for the office of Director of the Company. They are not disqualified from being appointed as the Director(s) in terms of Section 164 of the Act and the Company has also received declaration from Dr. Lalit Kumar Panwar and Mr. Sudhir Bhargava that they meet the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and their consent to act as the Director(s).

The terms and conditions of appointment of Dr. Lalit Kumar Panwar and Mr. Sudhir Bhargava shall be available, electronically, for inspection by members from the date of circulation of this Notice upto the date of the 36th AGM. The said terms and conditions are also available at the Company's website www.kajariaceramics.com. The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in **Annexure-A** of the Notice.

Dr. Lalit Kumar Panwar and Mr. Sudhir Bhargava are not debarred from holding the office of the director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Accordingly, the Board recommends the resolution(s) in relation to the appointment of Dr. Lalit Kumar Panwar and Mr. Sudhir Bhargava as the Independent Director(s), for the approval by the shareholders of the Company.

Dr. Lalit Kumar Panwar and Mr. Sudhir Bhargava, the proposed appointee, may be deemed to be concerned or interested in these resolution(s) with respect to their appointment(s). None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 6 & 7 of the Notice.