

# **KAJARIA CERAMICS LIMITED**

CIN: L26924HR1985PLC056150

**Regd. Office:** SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana-122001

**Phone** +91-0124-4081281

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

**Phone** +91-011-26946409, **Fax:** +91-11-26946407

**Website:** www.kajariaceramics.com **Email:** investors@kajariaceramics.com

## **NOTICE OF POSTAL BALLOT / ELECTRONIC VOTING**

Dear Shareholder(s),

**Notice** is hereby given in pursuance to Section 108 & Section 110 of the Companies Act, 2013 (“**ACT**”) read with Rule 22 of Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed by way of Postal Ballot/ Electronic Voting (e-voting).

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed Resolutions at item no. 1 to 2 above, are appended herein below along with the Postal Ballot Form (Form) for your consideration. Each of the Special Resolutions mentioned herein shall be declared as passed if the number of votes cast in favour of such special resolution is not less than three times the number of votes cast against the said Special Resolutions.

You are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling the necessary details and return the same in original duly completed in enclosed self addressed, postage pre-paid envelop (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e 6.00 P.M. on Wednesday, 2<sup>nd</sup> September, 2015. Please note that any postal Ballot form(s), received after the said date will be treated as not received.

Upon Completion of the Scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman & Managing Director of the Company on Saturday, 5<sup>th</sup> September, 2015. The result of the Postal Ballot/ e-voting will be declared by the Chairman & Managing Director or in his absence by Company Secretary of the Company on Monday, 7<sup>th</sup> September, 2015 at the Registered Office of the Company. The aforesaid results along with Scrutinizer's report would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where shares of the Company are listed and displayed on the Company's Website i.e. <http://www.kajariaceramics.com> and on <http://www.nsd.co.in>. The date of announcement of result of Postal Ballot shall be the date of General Meeting of the Company and is considered as the date of passing the said resolutions.

### **PROPOSED RESOLUTIONS:**

#### **ITEM NO 1: TO ALTER THE OBJECT CLAUSE IN THE MEMORANDUM OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a Special Resolution;

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the jurisdictional Registrar of Companies, and such other approvals, permissions and sanctions, as may be required from time to time and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as “the Board” which terms shall include any of its duly authorised Committees or one or more Director(s)) is authorised to accept as it may deem fit, Clause III A (Object Clause) of the memorandum of Association of the Company, in relation to the main objects to be pursued by the Company on Incorporation, be and is hereby amended and replaced to read as under:

Clause III A The objects to be pursued by the Company on its incorporation are:-

1. To carry on trade or business to manufacture, produce, buy, sell, import, export and otherwise generally deal in any kinds and description of tiles including ceramic, polished vitrified, glazed vitrified and unglazed tiles for domestic, commercial, industrial and outdoor applications for walls, floor and roofings, sewer pipes, drain pipes, concrete pipes and pipes of all descriptions and all kinds acidic, basic, high alumina, high silica, high grog and natural other and all other types, shapes and sizes of refractories and ceramics and all chemical formulations, organic or inorganic descriptions and categories for use in steel plants, mini-steel plants, furnaces, power houses and all kinds of industries, research, development and for any other use or purpose and for that purpose to set up all plants and machinery and related equipments including oil, fired or gas fired rotating calcining kilns and other ovens and to carry all business for the manufacture of all kinds and descriptions of refractories and ceramics, all kinds of bathware & sanitarywares (including bathware & sanitarywares made of plastic, fibreglass or any other synthetic products) glass and glasswares, china, terracotta, porcelain products, bricks, building material, vinyl, vinyl asbestos and solid vinylware, adhesive vinyl covebase, poles, blocks, lime, limestone, crockery, pottery, tableware, hotelwares, decorative wares, gardenwares, earthenwares, stonewares, pressedwares tiles, pottery, pipes, insulators of all descriptions and/or products thereof and all kinds of cement (ordinary white coloured Portland alumina heat furnaces, silica), cement products.
2. To purchase, take / give on lease or otherwise acquire/ sold freehold and other lands, properties, mines, mining rights and metalliferous land and any interest therein and to explore, exercise, develop and turn to account the same and to crush, smelt, calcine, refine, dress, raise, get win, fabricate, grind, amalgamate, manipulate and prepare for market, purchase, sell and otherwise deal in ore, mineral sands, stones, artificial stones, metal and mineral substances of all kinds and to carry on any other operations in connection therewith.
3. To carry on all or any of the business of producers, manufacturers, suppliers, distributors, transformers, converters, transmitters, generator, processors, developers, storers, procurers, sellers, carriers and dealers in electricity, all forms of energy (renewable and non-renewable) and any such products and by products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy, including without limitation to conventional sources such as heat, thermal, hydel and /or from non-conventional sources such as tidal ware, wind, solar, geothermal, biological, biogas and coal bed methane.

**“RESOLVED FURTHER THAT** the existing clause III B and Clause III C of the Memorandum of Association, in relation to the object incidental or ancillary to the attainment of the main object and other objects be and is hereby amended.”

**“RESOLVED FURTHER THAT** the existing clause III B of the Memorandum of Association in relation to the objects incidental or ancillary to the attainment of the main objects be replaced with the heading “matters which are necessary for furtherence of the objects specified in clause III (A)”

**RESOLVED FURTHER THAT** the existing Clause III C of the Memorandum of Association in relation to the other objects be completely deleted

**RESOLVED FURTHER THAT** the clause numbers in existing Clause III B be re-numbered pursuant to the above amendments and necessary corrections be made to spelling errors, grammatical errors, typographical errors as may be required in the existing clause III B of the Memorandum of Association and thereby replacing the earlier sections of the companies Act, 1956 with the new corresponding sections of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to take such steps and to do such acts, deeds, matters and things as they may deem necessary and proper in this matter.”

**ITEM NO. 2: TO ALTER THE LIABILITY CLAUSE OF THE MEMORANDUM OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution(s) as special resolution:

**“RESOVLED THAT** pursuant to the provisions of Section 13 and other applicable provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such approvals, permissions and sanctions, as may be required from time to time and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as “the Board” which terms shall include any of its duly authorised Committees or one or more Director(s)) is authorised to accept as it may deem fit, Clause IV (Liability Clause) of the memorandum of Association of the Company, be and is hereby amended and replaced to read as under:

Clause IV:

The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

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

**Ram Chandra Rawat  
Executive V. P. (A&T) & Company Secretary  
Membership number FCS No. 5101  
Address: A-95, Madhuban, Preet Vihar, Delhi 110092**

Registered office  
SF-11, Second Floor  
JMD Regent Plaza,  
Mehrauli Gurgaon Road, Village Sikanderpur Ghosi  
Gurgaon, Haryana- 122001

Place: New Delhi  
Date: 29<sup>th</sup> July 2015

**Notes:**

1. The Board of Directors of the Company (“The Board”) has appointed Dr. Chandrasekaran (Membership No. FCS 1644, CP No. 715) and in his absence Mr. Rupesh Agarwal, (Membership No. FCS- 16302 CP NO. 5673) Practicing Company Secretary both being partners of M/s Chandrasekaran Associates having its office situated at 11 F, Pocket IV, Mayur Vihar, Phase 1, Delhi - 110091 as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
2. The Notice of Postal Ballot is being sent to all the members by post / courier (and electronically by email to those members who have registered their e-mail ids with the Depository or with the Company), whose names appear in the Register of members/ records of depositories as on 17<sup>th</sup> July, 2015. Notice of Postal Ballot is also being sent to all the Directors and Auditor of the Company.
3. All documents referred to in the accompanying notice and the explanatory statement is open for inspection at the registered office of the Company on working days during office hours from 10 A.M. upto 6 P.M.
4. The Notice of postal Ballot along with the Postal Ballot form has been made available on the website of the company i.e, <http://www.kajariaceramics.com>.
5. The Company also offers e-voting facility. Please see the instructions below for detail.

In Compliance with Clause 35B of the Listing Agreement and Section 110 of the Companies Act 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is also pleased to provide Electronic Voting (E-Voting) facility as an alternate, to all its members, to enable them to cast their votes electronically instead of dispatching the physical postal Ballot Form by Post. The Company has engaged the Services of National Securities Depository Limited to provide e-voting facilities to its members. It may be noted that e-Voting is optional.

Members who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by email and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self addresses envelope. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the website of the Company i.e <http://www.kajariaceramics.com/agmegmpostal-ballot.html> or can request the company for postal ballot form by writing to Company Secretary, Kajaria Ceramics Limited, J-1/B-1(Extn), Mohan Cooperative Industrial Estate, Mathura Road, New Delhi 110044.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot in this notice include the Votes received by electronic means. HOWEVER IN CASE MEMBERS CAST THEIR VOTE BOTH VIA PHYSICAL POSTAL BALLOT AND E-VOTING, THEN VOTING THROUGH E-VOTING SHALL PREVAIL AND VOTING DONE BY POSTAL BALLOT SHALL BE TREATED AS INVALID NOTWITHSTANDING WHICHEVER OPTION IS EXERCISED FIRST.

The E-voting period commences on Monday 3<sup>rd</sup> August, 2015 (10.00 A.M IST) and ends on Wednesday, 2<sup>nd</sup> September, 2015 (6.00 P.M IST). The E-voting Module would be disabled by NSDL for voting thereafter. During this period, members of the Company, holding shares in Physical Form or in Dematerialized Form, as on cut-off date i.e Friday, 17<sup>th</sup> July, 2015 may cast their vote electronically.

#### **INSTRUCTIONS FOR E-VOTING:**

1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. In case you already have the User ID and Password for e-Voting you may use the same.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
2. Click on "Shareholder - Login".
3. Put your existing User ID and password and Click Login.
4. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
5. Select "EVEN" of (KAJARIA CERAMICS LIMITED). Members can cast their vote online from 3<sup>rd</sup> August 2015 10.00 A.M and ends on 2<sup>nd</sup> September 2015 6.00 P.M

**Note:** e-Voting shall not be allowed beyond said time.

6. Now you are ready for "e-Voting" as "Cast Vote" page opens.
7. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
8. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 ([sankara@cacsindia.com](mailto:sankara@cacsindia.com)/ [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com)) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
9. Once the vote on a resolution is cast by the shareholder, it shall not be allowed to change it subsequently.
10. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of <http://www.evoting.nsdl.com> or contact Mr. Rajiv Ranjan - Assistant Manager of NSDL on Ph. No - 022-24994738/1800222990 and by e-mail id [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in); email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Please note that:

- o Login to 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 'Forgot Password' option available on the site to reset the same.
- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the company.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.

#### **6. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

- i. A Member desiring to exercise his/her vote through Postal Ballot shall complete the enclosed Postal Ballot Form with the assent (For) or dissent (Against) and send it to the Scrutinizer in the enclosed self-addressed Business reply envelope. Postage will be borne and paid by the company. However, envelopes containing Postal Ballots, if sent by Courier or by Registered post at the expenses of the Registered Member/Beneficial Owner will also be accepted. The Envelopes may also be deposited personally at the address given thereon. The postal Ballot form, duly completed and signed should be returned in the enclosed self-addressed postage business reply envelope directly to the Scrutinizer so as to reach to the Scrutinizer before the closing of working hours on or before 6:00 P.M on Wednesday, 2<sup>nd</sup> Sept. 2015 to be eligible for being considered. The envelopes received after the aforesaid date shall be treated as invalid and as if no reply has been received from the Member(s).
- ii. The members are requested to exercise their voting rights by using the attached postal Ballot form only. No other form is permitted.

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

### **ITEM NO. 1:**

With the enactment of the new Companies Act, 2013, it is considered expedient to amend the form of existing Memorandum of Association to be in accordance with the requirements under the Companies Act 2013.

The Company is presently engaged mainly in the business of Manufacturing of tiles. With a view to reduce the emission of Green House Gases, the Indian government has been putting greater emphasis on the use of renewable energy. In line with the above resolve of the Government, the company is considering generation of power by using various sources of renewable energy (including renewable sources such as solar, wind power etc). In order to enable the company to generate power, the present Clause III A of the object clause of the Memorandum of Association of the Company, needs to be substituted by inserting a new sub-clause (3).

In terms of Section 4(1) (C) of the Companies Act 2013, the Memorandum of Association of the Company is to state objects of the Company for which the Company is proposed to be incorporated and any other matter considered necessary in furtherance thereof. As such, it is proposed to replace to move the clause 1 to clause 35 of "Other Objects" (Clause III C) in the existing Memorandum of Association, as relevant and as may be required, to the clause 35 to clause 69 of the Clause IIIB of the revised Memorandum of Association and delete the heading "other objects" in the existing Memorandum of Association in order to comply with the provision of the Companies Act 2013 including Table A.

The proposed new draft Memorandum of Association is being uploaded on the Company's Website for perusal by the shareholders. A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the registered Office of the Company on all working days during the office hours of the Company from the date of dispatch of notice upto the date of declaration of results of Postal Ballot/ e-voting .

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of resolution as set out under Item No. 1 for approval of the members as special resolution through Postal Ballot/e-voting.

### **ITEM NO. 2:**

With the enactment of new Companies Act 2013, it is considered expedient to amend the form of existing Memorandum of Association to be in accordance with the requirements under the Companies Act 2013.

In terms of Section 4(1) (d) of the Companies Act 2013, the Memorandum of Association of the Company is to state, in case of company limited by shares, that liability to the amount unpaid, if any, on the shares held by them. Accordingly it is proposed to amend Clause IV of the Memorandum of Association, so as to comply with the provisions of section 4 and 13 and other applicable provisions of the Companies Act 2013.

The Board of Directors at its meeting held on 20<sup>th</sup> July 2015 decided to alter the Memorandum of Association of the Company as stated above to comply with the requirements of the Companies Act 2013.

The proposed new draft Memorandum of Association is being uploaded on the Company's Website for perusal by the shareholders. A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the registered Office of the Company on all working days during the office hours of the Company from the date of dispatch of notice upto the date of declaration of results of Postal Ballot/ e-voting .

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of resolution as set out under Item No. 2 for approval of the members as special resolution through Postal Ballot/e-voting.

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

**Ram Chandra Rawat  
Executive V. P. (A&T) & Company Secretary  
Membership number FCS No. 5101  
Address: A-95, Madhuban, Preet Vihar, Delhi 110092**

Registered office  
SF-11, Second Floor  
JMD Regent Plaza,  
Mehrauli Gurgaon Road, Village Sikanderpur Ghosi  
Gurgaon, Haryana- 122001

Place: New Delhi  
Date: 29<sup>th</sup> July 2015

# KAJARIA CERAMICS LIMITED

CIN: L26924HR1985PLC056150

**Regd. Office:** SF-11, Second Floor, JMD Regent Plaza, Mehrauli-Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana-122001

**Phone** +91-0124-4081281

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**Phone** +91-011-26946409, **Fax:** +91-11-26946407

**Website:** www.kajariaceramics.com **Email:** investors@kajariaceramics.com

## POSTAL BALLOT FORM

Sl. No. ....

1. Name(s) & Registered Address:  
of the Sole / First named Shareholder

2. Name of the Joint holder(s) If any:

3. Registered Folio No. / DP ID No. / :  
Client ID No. (Applicable to investors  
holding shares in dematerialized form)

4. No. of Shares Held:

I/We hereby exercise my / our vote in respect of the Resolutions enumerated below to be passed through Postal Ballot / E-Voting by recording my/our assent or dissent to the said Resolutions stated in the Notice dated 29<sup>th</sup> July, 2015 by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid):

Item (Resolution) No.	Description of Resolution	No. of share for which the votes cast	I/We assent to the resolution (For)	I/ We dissent from the resolution (Against)
1.	Special resolution to change the Object Clause (Clause III) of the Memorandum of Association		<input type="checkbox"/>	<input type="checkbox"/>
2.	Special Resolution to alter the Liability Clause (Clause IV) of the Memorandum of Association		<input type="checkbox"/>	<input type="checkbox"/>

Place: \_\_\_\_\_ (Signature of the Member)

Date: \_\_\_\_\_

### E- VOTING PARTICULARS

#### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

**Note:**

1. Last date for receipt of Postal Ballot Forms by Scrutinizer is 2<sup>nd</sup> September, 2015
2. Please read the instructions printed overleaf carefully before exercising your vote.

# INSTRUCTIONS

## 1. GENERAL INFORMATION

- a) The Postal Ballot/ e-voting Notice is being sent to the members, whose names appear in the Register of Members / beneficiary position maintained by the depositories as on 17<sup>th</sup> July, 2015 and voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the member(s) / beneficial Owner(s) as on the same date.
- b) There will be one Postal Ballot Form / e-voting for every folio / client id irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named shareholder and in his absence by the next named shareholder.
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy. However, corporate and institutional shareholder shall be entitled to vote through their authorised representative with a proof of their authorisation.
- d) The Board has appointed Dr. Chandrasekaran (Membership No. FCS 1644, CP No. 715) and in his absence Mr. Rupesh Agarwal, (Membership No. FCS-16302, CP No. 5673) Practicing Company Secretary being both the partners of M/s Chandrasekaran Associates having its office situated at 11 F Pocket IV, Mayur Vihar, Phase-1, Delhi- 110091, as the Scrutinizers for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
- e) In Compliance with the provision of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Listing Agreement, the company is pleased to provide e-voting facility to all the members of the Company. The Company has entered into an Agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
- f) The shareholders can opt for only one mode of voting i.e. through Postal Ballot or e-voting. If the shareholder decides to vote through Postal Ballot they are advised not to vote through e-voting and vice-versa. In case of voting by both the modes, e-voting of such shareholder will be considered and counted and voting through a valid physical Postal Ballot Form will be treated as invalid.
- g) The scrutinizer's decision on the validity of a Postal Ballot / e-voting will be Final.
- h) Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are being sent through the permitted mode along with the Postal Ballot Form and self-addressed postage pre-paid envelope. Members who have received Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link <http://evoting.nsdl.com> or from the investor section on the Company's website <http://www.kajariaceramics.com>.
- i) Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the members.
- j) Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to Chairman & Managing Director. The result of the Postal Ballot would be announced by the Chairman & Managing Director and in his absence, by Company Secretary at the Registered office of the Company situated at SF-11, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana-122001 within the prescribed time limit. The date of declaration of the results of the Postal Ballot /e-voting will be taken to be the date of passing of the resolution.
- k) The said result along with scrutinizers report would be intimated to the Stock Exchange where the Company's shares are listed and published in the newspapers and hosted on website of the company viz; <http://www.kajariaceramics.com> and on <http://evoting.nsdl.com>.
- l) All the documents referred to in accompanying notice and explanatory statement shall be open for inspection at the Registered Office of the Company without any fee on all working days (Monday to Saturday) between 10.00 a.m. and 6.00 p.m. from the date of dispatch of notice upto the date of declaration of result of Postal Ballot / e-voting.

## 2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- a) Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form before casting their vote and return the Ballot Form, duly completed in all respect and signed, in the attached self-addressed postage pre-paid envelope, so as to reach the scrutinizer at Kajaria Ceramics Limited, J-1/B-1 (Extn), Mohan Co-operative Industrial Estate, Mathura road, New Delhi- 110044, not later than the close of working hours i.e. 6.00 P.M. on Wednesday 2<sup>nd</sup> September, 2015. The form received after this date will be treated as if reply from the shareholder has not been received. However, envelopes containing Postal Ballot Form, sent by courier or by registered post or by speed post at the expense of the Registered member will also be accepted. The Postal Ballot Form(s) may also be deposited personally, at the address mentioned above.
- b) The votes should be casted either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the column will render the Form invalid.
- c) Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- d) The Postal Ballot Form should be completed and signed by the sole/first named shareholder. In the absence of the first named shareholder, in a joint holding the Form may be completed and signed by the next name shareholder. However, where the Form is sent separately by the First named shareholder and the joint holder(s), the vote of the first named shareholder would be treated as valid.
- e) In case of shares held by the companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter, with signatures of authorised signatory (ies), duly attested.
- f) Incomplete or unsigned or incorrectly filled Postal Ballot Form will be subject to rejection by the Scrutinizer.
- g) Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- h) Shareholders are requested not to send any other matter along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the scrutinizer.
- i) A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach to the Scrutinizer not later than the date and time specified in point No. 2(a) above.

## 3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- a) Launch internet browser by typing the URL <http://www.evoting.nsdl.com/>
- b) Click on "Shareholder - Login".
- c) Put your existing User ID and password and Click Login.
- d) Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
- e) Select "EVEN" of (KAJARIA CERAMICS LIMITED). Members can cast their vote online from 3<sup>rd</sup> August, 2015 till 2<sup>nd</sup> September, 2015 Note: e-Voting shall not be allowed beyond said time.
- f) Now you are ready for "e-Voting" as "Cast Vote" page opens.
- g) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
- h) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 ([rupesh@cacsindia.com](mailto:rupesh@cacsindia.com)) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- i) Once the vote on a resolution is cast by the shareholder, it shall not be allowed to change it subsequently.
- j) In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)