

# 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 33<sup>rd</sup> (Thirty Third) Annual General Meeting of the members of Kajaria Ceramics Limited (the 'Company') will be held on Monday, 26<sup>th</sup> August, 2019 at 3.00 p.m. at Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon, Haryana-122001, to transact the following businesses:

### **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, 2019 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, 2019, the statement of profit and loss, the cash flow statement for the financial year ended on 31<sup>st</sup> March, 2019, notes to financial statements, reports of the Board and Auditors' thereon and the audited consolidated financial statements of the Company including the Balance Sheet as at 31<sup>st</sup> March, 2019, the statement of profit and loss, the cash flow statement for the financial year ended on 31<sup>st</sup> March, 2019, notes to financial statements, along with the Auditors' report thereon be and are hereby received, considered and adopted.”

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

**“RESOLVED THAT** a final dividend of Rs. 3/- per equity share of Re. 1/- each fully paid up for the financial year 2018-19 be and is hereby approved and declared.”

3. To appoint a Director in place of Mr. Dev Datt Rishi (DIN: 00312882), 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. Dev Datt Rishi (DIN: 00312882), who retires by rotation 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.”

### **Special Business:**

4. To re-appoint Mrs. Sushmita Singha (DIN: 02284266) as an Independent Director of the Company

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

**“RESOVLED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Nomination and Remuneration Policy of the Company and on the recommendations of the Nomination and Remuneration Committee & the Board of Directors of the Company, Mrs. Sushmita Singha (DIN: 02284266), Independent Director, whose term of office shall expire on 29<sup>th</sup> March, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for the second term of five consecutive years w.e.f. 30<sup>th</sup> March, 2020 upto 29<sup>th</sup> March, 2025 and who shall not be liable to be retire by rotation.

**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 do such acts, deeds, matters and things as they may deem necessary.”

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

Place: New Delhi  
Date: 10<sup>th</sup> May, 2019

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

## NOTES:

1. The Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 (the 'Act'), in respect of Special Business to be transacted at the 33<sup>rd</sup> Annual General Meeting (the '**AGM**' or '**Meeting**'), is annexed and forms part of this Notice.
2. Brief resume and other particulars of Mr. Dev Datt Rishi and Mrs. Sushmita Singha, 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.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**

**THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) IN NUMBER AND HOLDING, IN AGGREGATE, NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a Certified True Copy of the Board Resolution / Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Proxy form(s) must be duly completed, signed and stamped. Incomplete proxy forms are considered to be as invalid and the proxy so appointed shall not be entitled to vote on the resolution(s) in the AGM. A proxy holder needs to show his identity at the time of attending the Meeting. Further, in case, if the Company receive multiple proxies for the same holding of a member, the proxy which is dated last shall be considered valid, if it is not dated or bear the same date without mentioning specific time then all the proxies so send by the member shall be considered to be as invalid. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
6. Members, Proxies and Authorised Representative(s) are requested to bring the duly filled and signed Attendance Slips (enclosed), complete in all respect at the Venue of AGM in order to enable us to register your attendance at the venue of the AGM. Members are requested to bring their Folio No. / DP ID - Client ID along with their shareholding to enable us to provide the Attendance Slips for your signature and participation at the Meeting.
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 / Proxy holders and in possession of valid attendance slips duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending 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, 1<sup>st</sup> 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.**

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 will be available for inspection by the members at the AGM.

All the documents referred to in the accompanying Notice and the Explanatory Statement, are open for inspection at the Registered Office of the Company during the business hours on working days and upto & including the date of AGM and the copies thereof shall also be made available for inspection at the Corporate Office of the Company.

12. A Route Map along with Prominent Landmark for easy location to reach the venue of the AGM is annexed with the Notice of AGM and is also available on the website of the Company.
13. The Registers of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 20<sup>th</sup> August, 2019 to Monday, 26<sup>th</sup> August, 2019 (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 and determining names of the members eligible for dividend on equity shares, if declared.
14. The dividend as recommended by the Board of Directors of the Company (Rs. 3/- per equity share of Re. 1/- each), if declared at the AGM, will be paid on or before the 30<sup>th</sup> day from the date of declaration, to those members:
- Whose names appear as Beneficial Owners in the list of Beneficial Owners as at the end of business hours on Monday, 19<sup>th</sup> August, 2019 to be furnished by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') in respect of shares held in electronic form; and
  - Whose names appear as member in the Register of Members of the Company after giving effect to the valid transfers in physical forms lodged with the Company and the RTA of the Company on or before Monday, 19<sup>th</sup> August, 2019.
15. Members, who have not encashed their dividend warrant for the financial year 2011-12 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 [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com). However, all the unclaimed dividend pertaining to the financial years before the financial year 2011-12 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)

16. 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 4,17,094 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 financial year 2018-19: 53,362 equity shares and during the financial year 2017-18: 3,63,732 equity shares), to IEPF Authority.

Pursuant to the IEPF Rules, the unclaimed dividend for the financial year 2011-12 will become due for transfer to the IEPF Authority on 12<sup>th</sup> August, 2019 (i.e. Due date) and accordingly, both the unclaimed dividend and corresponding shares will be transferred to the IEPF Authority within 30 days from the Due date.

Further, in compliance of the IEPF Rules, the Company has communicated individually to the concerned Members and also through newspaper advertisement on 1<sup>st</sup> May, 2019 in respect to transfer of shares against which the dividend has not been paid/claimed by such Member for 7 consecutive years (F.Y. 2011-12 to 2017-18). The Company has uploaded the details of such Members and shares due to be transferred to IEPF Authority on its website i.e. [www.kajariaceramics.com](http://www.kajariaceramics.com). 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.

17. 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.
18. (a) The electronic copy of the Annual Report with the Notice of the AGM (alongwith Proxy Form, Attendance Slip and Route Map to the AGM Venue) for the financial year ended 31<sup>st</sup> March, 2019 is being sent to all the members whose email IDs are registered with the Company / DPs unless any member has requested for a physical copy of the same. For Members, who have requested for physical copy or who have not registered their email address, physical copies of the Annual Report with the Notice of the AGM (alongwith Proxy Form, Attendance Slip and Route Map to the AGM Venue) is being sent through permitted mode.
- (b) **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.**
19. 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, shall be placed at the AGM.
20. The Notice of AGM (alongwith Proxy Form, Attendance Slip and Route Map to the AGM Venue) and the Annual Report for the year ended 31<sup>st</sup> March, 2019 are available at the Company's website [www.kajariaceramics.com](http://www.kajariaceramics.com). The Notice of the AGM is also available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
21. 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.
22. Members desirous of getting any information about the Financial Statements and operations of the Company are requested to address their queries to the Company Secretary at the Corporate Office of the Company at J-1/B-1 (Extn.), Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044, ten (10) days before the date of the AGM enabling the Company to keep the information ready.
23. 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), the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the items of business given in the Notice of the AGM may be transacted through e-voting services. The facility of casting vote through e-voting system from a place other than venue of the AGM (the 'remote e-voting') will be provided by National Securities Depository Limited ('NSDL').

The facility of the remote e-voting through electronic means is as an alternate to all members to enable them to cast their votes electronically instead of casting their vote physically at the Meeting. The facility for voting through Ballot Paper shall also be made available at the AGM and the member attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their vote at the Meeting through Ballot Paper at the AGM.

24. The remote e-voting period commences at 9:00 a.m. (IST) on Friday, 23<sup>rd</sup> August, 2019 and ends at 5:00 p.m. (IST) on Sunday, 25<sup>th</sup> August, 2019 During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of Monday, 19<sup>th</sup> August, 2019 ('**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.
25. The instruction for 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:

- (i) Please visit at the e-voting website of NSDL, either on a personal computer or on a mobile and open the web browser by typing the URL: <https://www.evoting.nsdl.com/>
- (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 at your registered E-mail ID as specified in the demat account consisting of 'pdf file'.

The password for opening the 'pdf file' is your 8 digit Client ID for NSDL account and the last 8 digit Client ID for CDSL account, if you are holding shares in demat form and if you are holding shares in physical form, then your folio number is your password. The 'pdf file' contains your 'User ID' and your 'Initial password'.

If your email Id is not registered with the Company, your initial password will be communicated to you on your postal address.

Once you enter the 'initial password', the system will force you to change your password.

(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.nsd.com](http://www.evoting.nsd.com) (if your demat account is with NSDL/CDSL)
- Click on '**Physical User Reset password?**', option available at [www.evoting.nsd.com](http://www.evoting.nsd.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.

(vii) Login can also be made using OTP (One Time Password) for casting the vote on the e-voting system of NSDL.

(viii) After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

(ix) 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 a 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 Scrutiniser through e-mail at rupesh@cacsindia.com or investors@kajariaceramics.com or admin@mcsregistrars.com with a copy marked to 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 to reset the password.
26. The Voting Rights (for voting through remote e-voting as well as polling through Ballot paper) shall be reckoned on the paid up value of the shares registered in the name of the members as on the Cut-off date i.e. Monday, 19<sup>th</sup> August, 2019.
  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 only shall be entitled to avail the facility of remote e-voting or voting at the AGM through Ballot paper. 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. Monday, 19<sup>th</sup> August, 2019, may obtain the login ID and password by sending a request (alongwith Name, Folio No./DP ID-Client ID, as the case may be and shareholding) at evoting@nsdl.co.in or helpdeskdelhi@mcsregistrars.com or 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 or on Toll Free No. 1800-222-990.

29. The members can opt for only one mode of voting i.e. remote e- voting or voting through Ballot Paper at the AGM Venue. In case of voting by both the modes, vote cast through e-voting will be considered final and voting through Ballot paper will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
30. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of Ballot Paper at the AGM, but they may attend the AGM. Vote cast by way of Ballot paper 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.
31. The Board of Directors of the Company has appointed Mr. Rupesh Agarwal (Membership No.: ACS 16302, CP No.: 5673) or failing him Mr. Shashikant Tiwari (Membership No. ACS 28994, CP No.: 13050), Partners, 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 Ballot paper process in a fair and transparent manner.
32. The Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of the Ballot paper(s) for all those eligible members/proxies who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
33. The Scrutiniser shall immediately after the conclusion of the Meeting, will first count the votes, cast at the Meeting and thereafter unlock 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, 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 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 resolutions set out in the Notice of the AGM shall be deemed to be passed at the 33<sup>rd</sup> AGM scheduled to be held on Monday, 26<sup>th</sup> August, 2019.

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

### **ITEM NO. 4**

Pursuant to the provisions of the Companies Act, 2013 (“**the Act**”) read with the other applicable laws/regulations, Mrs. Sushmita Singha (DIN: 02284266) was appointed as an Independent Director of the Company for a period of five consecutive years effective from 30<sup>th</sup> March, 2015. Thus, her existing tenure will expire on 29<sup>th</sup> March, 2020.

Section 149(10) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (**‘Rules’**) provides that an Independent Director shall hold office for a term upto five consecutive years on the Board of a company but shall be eligible for re-appointment for another term upto five consecutive years on passing of a special resolution by the company. An Independent Director will not be liable to retire by rotation. Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘the Listing Regulations’**) also provides regarding the requirements to have at least one Independent Woman Director on the Board of the company.

The Board of Directors of the Company (**‘the Board’**) consider that the continued association of Mrs. Sushmita Singha would be of immense benefit to the Company and it is desirable to continue to avail her services as the Independent Director of the Company. The Board has, based on the recommendation of the Nomination and Remuneration Committee, carried out the evaluation of her performance, in accordance with the Nomination and Remuneration Policy of the Company and fulfillment of criteria specified under the Listing Regulations read with the Act and accordingly, the Board expressed its satisfaction with her performance and contribution to the Company in the capacity of the Independent Director of the Company.

The Company has received notice in writing from the member under Section 160 of the Act proposing the candidature of Mrs. Sushmita Singha for the office of Director of the Company. She is not disqualified from being appointed as Director in terms of Section 164 of the Act and the Company has also received a declaration from Mrs. Sushmita Singha that she meets the criteria of independence as specified under Section 149(6) read with Schedule IV of the Act and Regulations 16(1)(b) & 25(8) of the Listing Regulations and her consent to act as an Independent Director. In the opinion of the Board, she fulfils the criteria/conditions specified in the Act read with the Rules made thereunder and the Listing Regulations for her re-appointment as an Independent Director of the Company and she is independent of the management of the Company.

Keeping in view of her rich experience and contributions throughout her tenure & meeting the criteria of independence and on the recommendations of the Nomination and Remuneration Committee, the Board considered the continuity of her directorship as justified and recommends to re-appoint Mrs. Sushmita Singha as an Independent Director of the Company for second term to be effective from 30<sup>th</sup> March 2020 to 29<sup>th</sup> March, 2025 and who shall not be liable to retire by rotation.

The terms and conditions of re-appointment of Mrs. Sushmita Singha will be available for inspection by the members of the Company at the Registered Office and the Corporate Office of the Company, during the working hours on working days upto and including the date of 33<sup>rd</sup> Annual General Meeting of the Company. The said terms and conditions are also available at the Company’s website [www.kajariaceramics.com](http://www.kajariaceramics.com). The disclosures prescribed under the applicable provisions 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 this Notice.

As per the circular of BSE Limited and National Stock Exchange of India Limited relating to the ‘Enforcement of SEBI Orders regarding appointment of Directors by the listed companies dated 20<sup>th</sup> June, 2018, Mrs. Sushmita Singha is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority. Accordingly, the Board recommends the resolution in relation to re-appointment of Mrs. Sushmita Singha as the Independent Director of the Company, for the approval by the members of the Company, by way of Special Resolution.

Mrs. Sushmita Singha and her relatives may be deemed to be concerned or interested in the resolution as set out in Item No. 4 of this Notice with regard to her re-appointment. None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Special Resolution, except to the extent of their shareholding in the Company, if any.

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

Place: New Delhi  
Date: 10<sup>th</sup> May, 2019

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

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

**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. Dev Datt Rishi (DIN: 00312882)	Mrs. Sushmita Singha (DIN: 02284266)
Date of Birth	5 <sup>th</sup> August, 1949	13 <sup>th</sup> May 1964
Age as on 31 <sup>st</sup> March, 2019	70 Years	55 years
Date of first appointment on the Board of the Company	14 <sup>th</sup> January, 2015	30 <sup>th</sup> March, 2015
Qualification	B.Sc. (Engineering), Chemical Hons. Graduate, Diploma in Management	Post graduate in English from Patna University, Diploma in Urban Town Planning from the Human Settlement Management Institute (HSMI), New Delhi and a Certification Course in Enhancement of Managerial Capability from the Indian Institute of Management (IIM), Lucknow.
Experience	He is an eminent technical professional having experience in a wide spectrum of industries like Chemicals, Fertilizers, Pesticides and Ceramics. He was associated with Kajaria Ceramics since inception in January 1987 when the first tile plant was conceived at Sikandrabad. For more than 20 years, he managed all operations meticulously. Under his dynamic leadership, the Company successfully carried out various expansions. His knowledge and techniques have contributed to production of international standards quality tiles. He has rich experience in the field of production, quality control, R&D, technology transfer, standardization, projects, training and organization development, etc.	She has over 30 years of experience in the industry, international organizations and development sector. She has held various posts / assignments in various organisations including PHD Chamber of Commerce and Industry, Sulabh International Social Service Organisation, UN Task Force and took various assignments for Government of India. Presently, she is the President of MA. (My Anchor Foundation), an NGO working in development sector in India. She is also an honorary member of BRICS Chamber of Commerce. She also serves on the Boards of other companies.
Terms and conditions of re-appointment	Mr. Dev Datt Rishi will continue to be the Non-Executive Director of the Company.	As mentioned in explanatory statement of the Notice.
Remuneration sought and last drawn	<u>Remuneration Sought:</u> No remuneration will be payable except sitting fees for attending the Board and its Committee meetings. <u>Remuneration last drawn as Non-executive Director:</u> As mentioned in the Corporate Governance Report.	<u>Remuneration Sought:</u> No remuneration will be payable except sitting fees for attending the Board and its Committee meetings. <u>Remuneration last drawn as an Independent Director:</u> As mentioned in the Corporate Governance Report.
Shareholding in the Company as on 31 <sup>st</sup> March, 2019	624 equity shares	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	He is not related to other Directors and Key Managerial Personnel of the Company	She is not related to other Directors and Key Managerial Personnel of the Company
Nos. of Board Meetings attended during the financial year 2018-19	6 (Six)	6 (Six)
Directorships held in other Public Limited Companies including other Listed Companies as on 31 <sup>st</sup> March, 2019	NIL	<ul style="list-style-type: none"> <li>• Ginni International Limited</li> <li>• Greenpanel Industries Limited</li> </ul>
Chairmanships / Memberships-of the Committee of Board of Directors of the Company as on 31 <sup>st</sup> March, 2019*	NIL	She is the Chairperson of the Stakeholders Relationship Committee of the Company
Chairmanships / Memberships of the Committee of the Board of Directors of other Public Limited Companies as on 31 <sup>st</sup> March, 2019*	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.

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

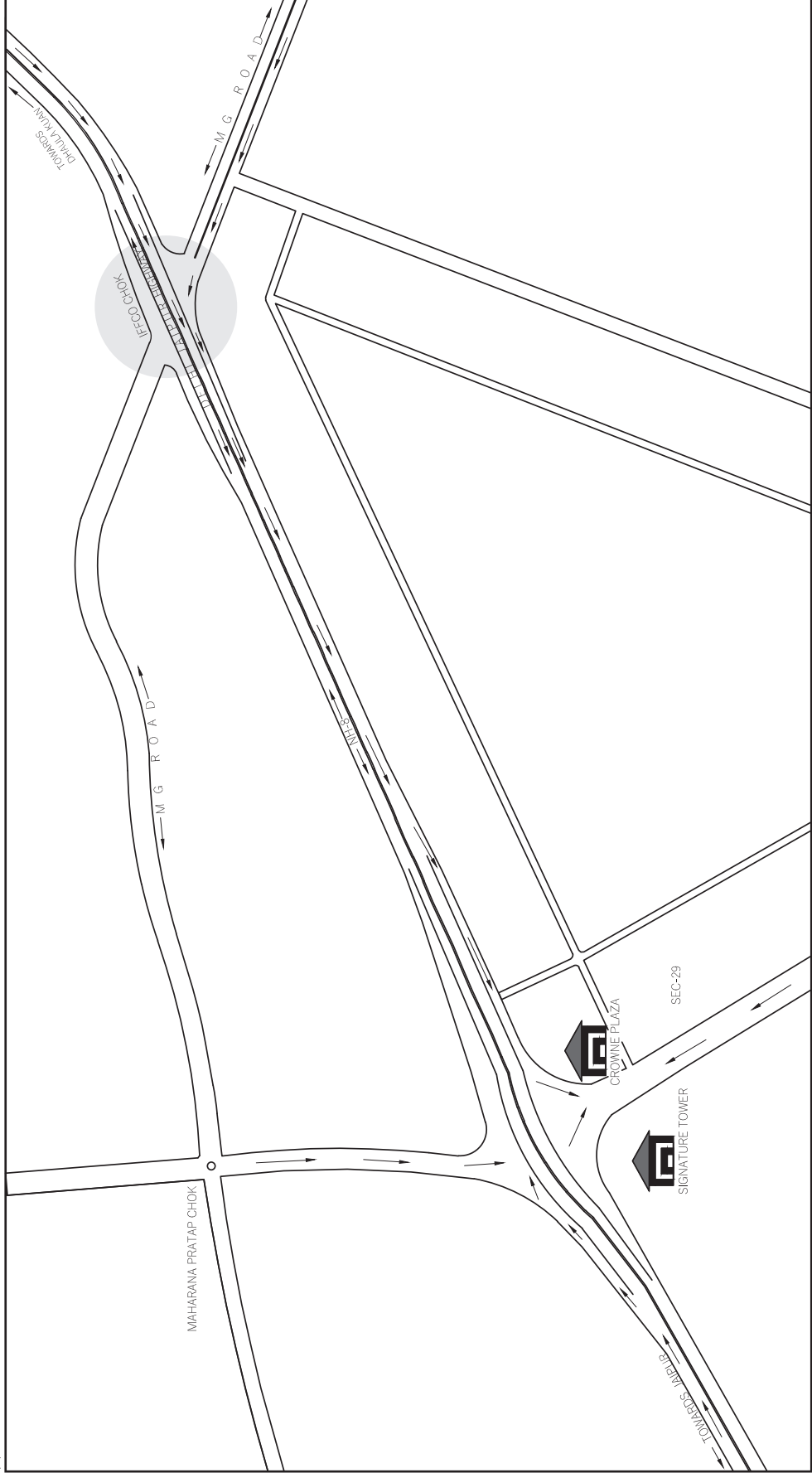
**By Order of the Board  
For Kajaria Ceramics Limited**

Place: New Delhi  
Date: 10<sup>th</sup> May, 2019

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



# ROUTE MAP TO AGM VENUE



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# 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

## FORM NO. MGT-11

### Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_

Folio No./Client ID-DP ID\*: \_\_\_\_\_

I/We, being the member(s) holding \_\_\_\_\_ Equity Shares of KAJARIA CERAMICS LIMITED, hereby appoint:

1 Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ Or failing him

2 Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ Or failing him

3 Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> ANNUAL GENERAL MEETING of the Company, to be held on Monday, 26<sup>th</sup> August, 2019 at 3.00 p.m. at Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon, Haryana-122001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution(s)	Vote (Optional, see Note 4) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1	To receive, consider and adopt Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended on 31 <sup>st</sup> March, 2019 and Reports of the Board of Directors and Auditors thereon			
2	To declare a dividend of Rs. 3/- per equity share			
3	To re-appoint Mr. Dev Datt Rishi (DIN:00312882), who retires by rotation			
<b>Special Business</b>				
4	To re-appoint Mrs. Sushmita Singha (DIN: 02284266) as an Independent Director of the Company			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Proxy holder(s) \_\_\_\_\_

Signature of Member \_\_\_\_\_

Affix  
Revenue  
Stamp of  
Re. 1/-

#### Notes:

- This Proxy Form, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the 33<sup>rd</sup> Annual General Meeting.
- A member entitled to attend and vote is entitled to appoint proxy to attend and on poll, to vote instead of himself/herself. A proxy need not be a member of the Company.
- If the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last shall be considered valid and if they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
- It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- Signature of member should be across a Revenue Stamp of Re. 1.
- \* Applicable for shares held in dematerialized form.

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# 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

## ATTENDANCE SLIP

### 33<sup>RD</sup> ANNUAL GENERAL MEETING

--

I/We hereby record my/our presence at the 33<sup>RD</sup> ANNUAL GENERAL MEETING of the Company held on Monday, 26<sup>th</sup> August, 2019 at 3.00 p.m. at Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon, Haryana-122001.

## ELECTRONIC VOTING (E-VOTING) PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN

.....  
Member's Folio/DP ID-Client ID No.\*

.....  
Member's/Proxy's Name in Block Letters

.....  
Member's/ Proxy's Signature

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 09:00 A.M. (IST) on Friday, 23 <sup>rd</sup> August, 2019
Ending of remote e-voting	Upto 05:00 P.M. (IST) on Sunday, 25 <sup>th</sup> August, 2019

### Notes:

1. The Attendance Slip should be completed by mentioning therein Name, Folio No. / DP ID-Client ID No. with signature and thereafter, please hand it over the same at the Attendance Verification Counter at the ENTRANCE OF THE MEETING.
2. \*Applicable for shares held in dematerialized form.
3. Electronic copy of the Annual Report for the financial year 2018-19 and the Notice of the 33<sup>rd</sup> Annual General Meeting ('AGM') along with the Attendance Slip, Proxy Form & Route Map to AGM venue are being sent to all the members whose e-mail are registered with the Company / Depository Participant unless any member has requested for a physical copy of the same. Members who has received electronic copy of the Annual Report, etc. as above said and is attending the AGM can carry printed copy of this Attendance Slip.
4. Physical copy of the Annual Report for the financial year 2018-19 and Notice of the AGM along with Attendance Slip, Proxy Form and Route Map to AGM venue is being sent through permitted mode to all members whose e-mail are not registered or who have requested for physical copies of the same.