

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 38th (Thirty Eighth) Annual General Meeting of the members of Kajaria Ceramics Limited ('Company') will be held on Friday, September 6, 2024 at 1.00 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, 2024 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, 2024, the statement of profit and loss, the cash flow statement for the financial year ended on March 31, 2024, 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, 2024, the statement of profit and loss, the cash flow statement for the financial year ended on March 31, 2024, 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. 6 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. 6 per equity share of Re. 1 each fully paid up for the financial year 2023-24 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."

Special Business:

5. To hold and continue to hold office or place of profit by Mr. Kartik Kajaria in the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Act') and other applicable provisions, if any, of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Nomination and Remuneration Policy of the Company and as recommended by the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors ('Board') of the Company, the consent of the members of the Company be and is hereby accorded to hold and continue to hold office or place of profit in the Company by Mr. Kartik Kajaria, Head (Adhesive Division) of the Company, on terms & conditions including revised remuneration with effect from April 1, 2024, as set out in the explanatory statement, which forms part of this resolution.

RESOLVED FURTHER THAT the Board or the Nomination and Remuneration Committee of the Company be and is hereby authorised to revise his designation, terms & conditions and remuneration, whenever it may deem fit and appropriate and to settle any question or difficulty and to do all such acts, deeds and things and as may be necessary, proper, expedient, desirable, incidental and consequential thereto, without being required to seek any further consent or approval of the

members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board
For Kajaria Ceramics Limited

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

Place: New Delhi
Date: July 23, 2024

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and latest one being Circular No. 09/2023 dated September 25, 2023 read with the SEBI's Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, ('Circulars') has allowed the companies to hold the Annual General Meeting ('AGM' or 'Meeting') 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 38th AGM of the Company is scheduled to be held through VC/OAVM in the manner given below. The deemed venue of this Meeting shall be considered at the Registered Office of the Company situated at SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana-122001.
2. In view of relaxation given by MCA/the SEBI, the Annual Report including Financial Statements, Auditor's report, Directors' Report and Notice of this AGM along with all the annexures and attachments thereof are 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 2023-24 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. Brief resume and other particulars of Mr. Chetan Kajaria and Mr. Rishi Kajaria, pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, are annexed herewith as **Annexure A**.
4. Pursuant to Section 113 of the Act, Institutional / Corporate Members are requested to send to the Company certified copy of the Board Resolution / Power of Attorney authorizing their representative(s) to participate in remote e-voting or to attend and vote on their behalf at the Meeting at rupesh@cacsindia.com or investors@kajariaceramics.com or admin@mcsregistrars.com with a copy marked to evoting@nsdl.com, before e-voting/ attending the AGM, from their registered email address.
5. It is being informed that physical presence of the members has been dispensed with for attending the Meeting through VC/OAVM, therefore, the facility to appoint proxy to attend and cast vote for the Members will not be available for this AGM and the Proxy Form, Attendance Slip and route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote at the AGM.
8. Only bonafide members of the Company whose names appear on the Register of Members on cut-off date will be permitted to join the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from joining the AGM.
9. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of their shareholding in the Company. The Members are requested to submit the requisite form with their Depository Participant ('DP') who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent - MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi 110020 (the 'RTA').
10. *Members holding shares in physical form are requested to notify/send the following 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 April 1, 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 April 1, 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. The Company will endeavor to reply to your queries at the earliest.

11. Pursuant to the Clause 19.2 of the Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 read with the Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 ('Circular dated June 10, 2024'), issued by the Securities and Exchange Board of India ('SEBI'):

- a) the existing shareholders holding shares of the Company in physical form are required to furnish PAN, KYC details, etc. to the Company's RTA in the prescribed forms to avail uninterrupted service request as well as dividend credit in bank account, as no dividend will be paid by the Company to the shareholders holding shares of the Company in physical form by way of issuance of physical warrant with effect from April 1, 2024.
- b) In accordance with the Circular dated June 10, 2024, the shareholders holding shares of the Company in physical form and who have not submitted only 'Choice of Nomination, will be eligible for receipt of dividend as well as to lodge grievance or avail any service request from the Company's RTA.

For ensuring smooth transmission of shares as well as to prevent accumulation of unclaimed assets in securities market, all existing shareholders of the Company are requested:

- To provide 'Choice of Nomination' to the concerned Depository Participant(s), who hold shares in Demat form; and
- To provide 'Choice of Nomination' (including PAN / KYC details / Bank details, if not yet provided) to the Company's RTA, who hold shares in physical form:

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, 2021 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, August 31, 2024 to Friday, September 6, 2024 (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 2016-17 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 2016-17 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 its amendment (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, pursuant to the IEPF Rules, the Company has transferred total 643568 equity shares of Re. 1/- each, in respect of which dividend had not been claimed by the shareholders for 7 consecutive years or more to IEPF Authority and as on March 31, 2024, the IEPF Authority has released 39100 equity shares of Re. 1/- each to the claimant(s).

Pursuant to the IEPF Rules, the unclaimed dividend for the financial year 2016-17 will become due for transfer in favour of the IEPF Authority on September 13, 2024 (i.e. Due date) and accordingly, both the unclaimed dividend and shares in respect of which dividend has 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, August 27, 2024. Only the views/questions of those shareholders will be taken up who have 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.**

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 video conferencing 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:
- 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
 - 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 3, 2024 and ends at 5:00 p.m. (IST) on Thursday, September 5, 2024. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of Friday, August 30, 2024 ('**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 and shall not be allowed to cast vote again in the Meeting.

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 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 shareholder 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"> 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, this will prompt you to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value added 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. 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

	<ol style="list-style-type: none"> 3. Please visit the e-voting website of NSDL and open web browser by typing the following URL: https://www.evoting.nsd.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 digits demat 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. 4. Members can also download NSDL Mobile App 'NSDL Speede' available on App Store / Google Play.
Shareholders holding shares in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for CDSL 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my Easi user name & password. 2. After successful login the Easi / Easiest, user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e- voting service provider for casting your vote during the remote e-voting period or joining the Meeting & voting during the Meeting. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL's website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on 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 able to see the e-voting option where the e-voting is in progress and also to directly access the system of all e-voting service providers.
Shareholders (holding shares in demat mode) login through their depository participants	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.

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.com or call at 022-48867000
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 toll free no. 1800 22 55 33

B. Login method for e-voting and joining the Meeting for the shareholders other than the shareholders holding shares in demat mode; (i.e. 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.nsd.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/OTP 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.nsd.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 Digits 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 Digits 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 digits of 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.nsd.com
- Please click on '**Physical User Reset password?**' (if you are holding shares in physical form) option available at www.evoting.nsd.com
- If you are still unable to retrieve your password through above said options, you can send a request at evoting@nsdl.com, 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, please 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.com. 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, 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, Senior Manager, NSDL, Trade World, A Wing, Fourth and Fifth Floor, Kamala Mills Compound, Lower Parel, Mumbai- 400013 through email at evoting@nsdl.com or call on 022-48867000.
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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investors@kajariaceramics.com
 - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digits of DP-ID + CL-ID or 16 digits of Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar 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.com 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 - Kajaria Ceramics Limited. 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 this 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, August 30, 2024.
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, August 30, 2024, shall only 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, August 30, 2024, 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.com 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 022-48867000. 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, August 30, 2024, 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, Managing Partner, failing him Mr. Shashikant Tiwari, Partner, failing him Mr. Lakhani Gupta, Partner 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 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 will be deemed to be passed at the 38th AGM scheduled to be held on Friday, September 6, 2024.

By Order of the Board
For Kajaria Ceramics Limited

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

Place: New Delhi
Date: July 23, 2024

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

ITEM NO. 5:

Mr. Kartik Kajaria holds a Bachelor's degree in Business Economics from UCLA (University of California, Los Angeles).

Mr. Kartik Kajaria, son of Mr. Chetan Kajaria, Joint Managing Director and a member of the Promoter Group of the Company, has joined the Company as the Head (Adhesive Division) and he is driving business strategy, business development, sales operations for tile adhesive business including commissioning a new manufacturing plant for tile adhesive.

The provisions of Section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, ('Act'), require prior approval of the members of the Company by way of an Ordinary Resolution for related party's appointment to any office or place of profit in the Company at a monthly remuneration exceeding Rs. 2.50 Lacs.

Mr. Kartik Kajaria is a related party for the Company as per the provisions of Section 188 of the Act read with the provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations').

In terms of Section 188 of the Act read with the Listing Regulations, Mr. Kartik Kajaria is a Related Party and holds office or place of profit, currently designated as the Head (Adhesive Division) and the Company proposes to pay him the remuneration as detailed below. Presently, the Company has not paid the remuneration to Mr. Kartik Kajaria exceeding the limits prescribed under Section 188 of the Act.

The relevant details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Section III-B of the Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ('Master Circular'), issued by the Securities and Exchange Board of India ('SEBI') are as follows:

Name of Related Party	Mr. Kartik Kajaria
Name of Director or Key Managerial Personnel who is related, if any	Mr. Ashok Kajaria, Chairman & Managing Director of the Company. Mr. Chetan Kajaria, Joint Managing Director of the Company. Mr. Rishi Kajaria, Joint Managing Director of the Company.
Nature of relationship	Mr. Kartik Kajaria is son of Mr. Chetan Kajaria, Joint Managing Director of the Company. Mr. Kartik Kajaria is grandson of Mr. Ashok Kajaria, Chairman & Managing Director and nephew of Mr. Rishi Kajaria, Joint Managing Director of the Company. Mr. Kartik Kajaria is a member of the Promoter Group of the Company and also holds 450000 equity shares of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangement	To hold and continue to hold office or place of profit by Mr. Kartik Kajaria, currently designated as the Head (Adhesive Division) on the revised remuneration as under: Total remuneration during the year 2024-25 shall not exceed Rs. 60 Lacs per annum and thereafter, the remuneration will be subject to such increments as may be determined by the Board of Directors or the Nomination and Remuneration Committee of the Company in accordance with the Company's Rules and Policy, as prevalent from time to time. The employment of Mr. Kartik Kajaria will be of permanent nature and governed by the Company's Rules and Policy, as prevalent from time to time.
Justification for why the proposed transaction is in the interest of the listed entity	Since joining the Company, Mr. Kartik Kajaria has gained considerable experience and has also demonstrated ability for acquiring responsibilities. Therefore, the Company believes that retaining the services of Mr. Kartik Kajaria would be in the interest of the Company. Keeping in view of faster scaling up of the adhesive business and other business developmental activities, knowledge and the time, Mr. Kartik Kajaria has been devoting in these matters, the Board of Directors of the Company at its meeting held on July 23, 2024, based on recommendation(s) of the Nomination and Remuneration Committee and the Audit Committee of the Company and subject to approval of the members of the Company, have approved the above said remuneration of Mr. Kartik Kajaria, Head (Adhesive Division) of the Company, with effect from April 1, 2024.

Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) of the Section III-B of the Master Circular issued by the SEBI	NotApplicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	NotApplicable
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed Related Party Transaction, a voluntary basis	Not Applicable, as the proposed transaction is with a related party of the Company, who is an individual.
Any other information that may be relevant	Nil

The Board recommends the Ordinary Resolution set out in the Item No. 5 for approval by the Members of the Company.

Except Mr. Ashok Kajaria, Mr. Chetan Kajaria and Mr. Rishi Kajaria and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

By Order of the Board
For Kajaria Ceramics Limited

Place: New Delhi
Date: July 23, 2024

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 Director(s) proposed to be re-appointed:

Name of Director(s)	Mr. Chetan Kajaria (DIN: 00273928)	Mr. Rishi Kajaria (DIN: 00228455)
Date of Birth	24.12.1974	14.10.1978
Date of first appointment on the Board of the Company	15.01.2000	26.07.2003
Qualification	B. Engg. (Petrochem) from Pune University and MBA from Boston College, U.S.A.	B Sc. in Business Administration from Boston University, U.S.A.
Experience	<p>Mr. Chetan Kajaria started his journey at Kajaria Ceramics Limited in the year 2000 and has been instrumental in giving a new dimension to the Company by opening international standard tile showrooms across the country which has today become an industry trend.</p> <p>Mr. Chetan Kajaria is spearheading the ceramic tile vertical. He is responsible for the first ever acquisition in the Company's history- acquiring a ceramic tile plant in Gujarat for feeding the Western and Southern markets in February 2011.</p> <p>He pioneered the concept of value added tiles in the ceramic tile vertical using digital technology from Spain by displaying at dealers' showroom across the country. He had also led the acquisition of a ceramic tile plant in Vijayawada, Andhra Pradesh in April 2012, marking the Company's entry into the growing markets of South India. He has played a key role in making Kajaria Ceramics Limited a leading manufacturer of ceramic wall & floor tiles in India.</p> <p>To entrench the presence of the Kajaria brand into every Indian household, he successfully contoured the Group's presence into the plywood & adhesive space by adopting an asset-light operating model.</p>	<p>Mr. Rishi Kajaria joined Kajaria Ceramics in the year 2003 and spearheads the vitrified tile vertical. Initially, he opted for trading vitrified tiles rather than joining the race of setting up capacities. After importing for 5 years, he decided to manufacture them. The first production unit for vitrified tile was started in Sikandrabad in 2010. Subsequently, Kajaria Ceramics commissioned a huge expansion of vitrified tiles at Gailpur in 2011. The next capacity addition came through joint ventures in Morbi, Gujarat. With this strategy, he added capacity without any gestation period and acquired reach.</p> <p>He has recently intensified his focus on value added products in GVT segment in particular backed by recent installation of continua plus press technology in North & South Indian facilities.</p> <p>Mr. Rishi Kajaria identified the opportunity in the Bathware segment and started Kajaria Bathware. He is also responsible for spearheading the lateral shift of the Company into sanitaryware and faucets in keeping with the overall growth master plan.</p>
Terms and conditions of re-appointment	There is no change in the terms and conditions relating to appointment of Mr. Chetan Kajaria as the Joint Managing Director of the Company, as approved by the members at the AGM held on September 28, 2021.	There is no change in the terms and conditions relating to appointment of Mr. Rishi Kajaria as the Joint Managing Director of the Company, as approved by the members at the AGM held on September 28, 2021.
Remuneration sought and last drawn	As mentioned in the Report on Corporate Governance	As mentioned in the Report on Corporate Governance
Shareholding in the Company as on March 31, 2024	13,39,880 Equity shares	18,05,716 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	<p>Mr. Ashok Kajaria is father of Mr. Chetan Kajaria.</p> <p>Mr. Rishi Kajaria is brother of Mr. Chetan Kajaria. Other than above, Mr. Chetan Kajaria is not related to other Directors and Key Managerial Personnel of the Company.</p>	<p>Mr. Ashok Kajaria is father of Mr. Rishi Kajaria.</p> <p>Mr. Chetan Kajaria is brother of Mr. Rishi Kajaria. Other than above, Mr. Rishi Kajaria is not related to other Directors and Key Managerial Personnel of the Company.</p>
Nos. of Board Meetings attended during the financial year 2023-24	6 (Six)	6 (Six)
Names of Listed Companies in which holds the directorship and the membership of Committees of the Board of Directors ('Board')	Nil	Nil
Names of Listed Companies from which resigned in the last three years	Nil	Nil
Directorships held in other Public Limited Companies (other than Listed Companies)	Nil	Nil

Chairmanships/Memberships of the Committee of the Board of Directors of the Company*	Member of the Stakeholders Relationship Committee	Nil
Chairmanships / Memberships of the Committee of the Board of Directors of other Public Limited Companies*	Nil	Nil

Note:

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

By Order of the Board
For Kajaria Ceramics Limited

Place: New Delhi
Date: July 23, 2024

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