

# 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 35<sup>th</sup> (Thirty Fifth) Annual General Meeting of the members of Kajaria Ceramics Limited (the 'Company') will be held on Tuesday, September 28, 2021 at 3:00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business(es):

### **Ordinary Business(es):**

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, 2021 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 March 31, 2021, the statement of profit and loss, the cash flow statement for the financial year ended on March 31, 2021, 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, 2021, the statement of profit and loss, the cash flow statement for the financial year ended on March 31, 2021, notes to financial statements, along with the Auditors' report thereon be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. 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 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(es):**

3. To re-appoint Mr. Ashok Kajaria (DIN: 00273877) as the Chairman & Managing Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 188, 190, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Nomination and Remuneration Policy of the Company, the Articles of Association of the Company, on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company and subject to approvals, consents, permissions and sanctions of the concerned authorities, if any as may be required, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Ashok Kajaria (DIN: 00273877), who has already attained the age of 70 years, as the Chairman & Managing Director of the Company for the period of 5 consecutive years w.e.f. April 1, 2021 to March 31, 2026 or such other shorter period as may be permitted under Regulation 17(1B) or other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, being not liable to retire by rotation, on such term(s) and condition(s) (including remuneration) as set out in the Contract of Service dated January 21, 2021 entered into by the Company with him and details of which are specified in the explanatory statement which forms part of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and are hereby authorized to vary, alter, enhance or widen including to change the designation (collectively referred to as 'Variation') the scope of remuneration payable to the Chairman & Managing Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, 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, provided, however, that any such Variation shall not exceed any amount permitted to be paid to the Chairman & Managing Director under applicable law.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the Chairman & Managing Director shall be paid the remuneration (including any revision thereof) as specified in the explanatory statement of this notice and the Contract of Service dated January 21, 2021, subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the concerned authority(ies), if required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution(s), the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion thinks necessary and desirable.”

4. To re-appoint Mr. Chetan Kajaria (DIN: 00273928) as the Joint Managing Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 188, 190, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any and 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, the Articles of Association of the Company, on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company and subject to approvals, consents, permissions and sanctions of the concerned authorities, if any as may be required, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Chetan Kajaria (DIN: 00273928) as the Joint Managing Director of the Company for the period of 5 consecutive years w.e.f. April 1, 2021 to March 31, 2026, being liable to retire by rotation, on such term(s) and condition(s) (including remuneration) as set out in the Contract of Service dated January 21, 2021 entered into by the Company with him and details of which are specified in the explanatory statement which forms part of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and are hereby authorized to vary, alter, enhance or widen including to change the designation (collectively referred to as ‘Variation’) the scope of remuneration payable to the Joint Managing Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, 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, provided, however, that any such Variation shall not exceed any amount permitted to be paid to the Joint Managing Director under applicable law.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the Joint Managing Director shall be paid the remuneration (including any revision thereof) as specified in the explanatory statement of this notice and the Contract of Service dated January 21, 2021, subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the concerned authority(ies), if required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution(s), the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion thinks necessary and desirable.”

5. To re-appoint Mr. Rishi Kajaria (DIN: 00228455) as the Joint Managing Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 188, 190, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any and 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, the Articles of Association of the Company, on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company and subject to approvals, consents, permissions and sanctions of the concerned authorities, if any as may be required, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Rishi Kajaria (DIN: 00228455) as the Joint Managing Director of the Company for the period of 5 consecutive years w.e.f. April 1, 2021 to March 31, 2026, being liable to retire by rotation, on such term(s) and condition(s) (including remuneration) as set out in the Contract of Service dated January 21, 2021 entered into by the Company with him and details of which are specified in the explanatory statement which forms part of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and are hereby authorized to vary, alter, enhance or widen including to change the designation (collectively referred to as ‘Variation’) the scope of remuneration payable to the Joint Managing Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, 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, provided,

however, that any such Variation shall not exceed any amount permitted to be paid to the Joint Managing Director under applicable law.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the Joint Managing Director shall be paid the remuneration (including any revision thereof) as specified in the explanatory statement of this notice and the Contract of Service dated January 21, 2021, subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the concerned authority(ies), if required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution(s), the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion thinks necessary and desirable.”

6. To consider appointment of Mr. Dev Datt Rishi (DIN: 00312882) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules, if any read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Nomination and Remuneration Policy of the Company, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and hereby accorded to appoint Mr. Dev Datt Rishi (DIN: 00312882), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Listing Regulations and Section 149(6) of the Act and being eligible for appointment, as an Independent Director of the Company for the period effective from the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company upto the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company to be held in the Calendar Year 2025 and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with the applicable provisions of the Listing Regulations (including any 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 and the Board of Directors of the Company, approval of the members of the Company be and hereby accorded that Mr. Dev Datt Rishi (DIN: 00312882), who will be attaining the age of 75 years during the above tenure, will continue as an Independent Director of the Company till the completion of the above said tenure.”

7. To consider advancing loan(s) under Section 185 of Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) [‘the Act’] read with and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include, unless context requires otherwise, any committee thereof or any Director or Officer of the Company authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan(s) to subsidiaries (including step-down subsidiary) of the Company, in which any Director of the Company is interested or deemed to be interested, upto an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) excluding the loan(s) exempted under the Act and other applicable laws, if any, in one or more tranches, outstanding at any point of time, to be utilised for its principal business activities only.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate, finalise, vary, modify and agree to the terms and conditions of the aforesaid loan(s) without being required to seek any further consent or approval of the members 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, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable in its absolute discretion.”

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

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

Place: New Delhi  
Date: August 3, 2021

## NOTES:

1. In view of the massive outbreak and extraordinary circumstances created due to COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its General Circular no. 14/2020 dated April 08, 2020, General Circular no.17/2020 dated April 13, 2020, General Circular no. 20/2020 dated May 05, 2020 and General Circular no. 02/2021 dated January 13, 2021 (collectively referred as '**MCA Circulars**'), and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as '**SEBI Circulars**') (MCA Circulars and SEBI Circulars collectively referred as '**Circulars**') has allowed the companies to hold the Annual General Meeting ('**AGM**' or '**Meeting**') become due in the year 2021 through Video Conferencing ('**VC**') / Other Audio Visual Means ('**OAVM**') without the physical presence of the Members at a common venue. Therefore, in compliance to the MCA Circulars, applicable provisions of the Companies Act, 2013 (the '**Act**') and SEBI Circulars and Regulations, the 35<sup>th</sup> AGM of the Company is scheduled to be held through VC/OAVM in the manner given below. The deemed venue of this meeting shall be considered at the Registered Office of the Company situated at SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana-122001. In compliance with the General Circular no. 20/2020 issued by the MCA, item(s) mentioned in Special Business(es) of the Notice of the AGM are considered unavoidable and forms part of this Notice.
2. In view of relaxation given by MCA Circulars and SEBI Circulars, the Annual Report including Financial Statements, Auditor's report, Directors' Report, Notice of this AGM along with all the annexures and attachments thereof is being sent through email to those Members whose email addresses are registered with the Company / Depositories and no physical copy of the same will be sent by the Company. Members may note that the Notice and Annual Report of the Company for the financial year 2020-21 will also be available on the Company's website i.e. www.kajariaceramics.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and is also available on the website of National Securities Depository Limited (agency for providing the remote e-voting facility).
3. The Explanatory Statement, pursuant to the provisions of Section 102 of the Act, in respect of Special Business(es) to be transacted at the 35<sup>th</sup> AGM, is annexed and forms part of this Notice.
4. Brief resume and other particulars of Mr. Ashok Kajaria, Mr. Chetan Kajaria, Mr. Rishi Kajaria and Mr. Dev Datt Rishi pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**the Listing Regulations**') read with the Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India, are annexed herewith as **Annexure A**.
5. Pursuant to Section 113 of the Act, Institutional / Corporate Members are requested to send to the Company certified copy of the Board Resolution / Power of Attorney authorizing their representative(s) to participate in remote e-voting or to attend and vote on their behalf at the Meeting at rupesh@cacsindia.com or investors@kajariaceramics.com or admin@mcsregistrars.com with a copy marked to evoting@nsdl.co.in, before e-voting/ attending AGM from their registered email address.
6. It is being informed that physical presence of the members has been dispensed with for attending the meeting through VC/OAVM, therefore, the facility to appoint proxy to attend and cast vote for the Members will not be available for this AGM and the Proxy Form, Attendance Slip and route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote at the AGM.
9. Only bonafide members of the Company whose names appear on the Register of Members will be permitted to join the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from joining the AGM.
10. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of their shareholding in the Company. The Members are requested to submit the complete and signed form SH-13 with their Depository Participant ('**DP**') who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent - MCS Share Transfer Agent Limited, F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi 110020 (the '**RTA**').



11. *Members holding shares in physical form are requested to notify/send the following 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 1<sup>st</sup> April, 2019, any request for transfer of shares held in physical form shall not be processed, except in case of transmission or transposition of shares or in case of transfer deed(s) once lodged with the Company prior to 1<sup>st</sup> April, 2019 and returned/rejected due to deficiency in the documents. Thus, the Members holding shares in physical form are requested to dematerialised their shareholding, as the shares of the Company are under compulsory demat trading.

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

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, Certificate that the Kajaria Ceramics Employee Stock Option Plan, 2015 has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and all the documents referred to in the accompanying Notice, are open for inspection in electronic form by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection by the members. Members seeking to inspect such documents can send an email to investors@kajariaceramics.com

13. The Registers of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 22, 2021 to Tuesday, September, 28, 2021 (both days inclusive) in terms of the provisions of the Act and the Listing Regulations for the purpose of the AGM.

14. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. Members, who have not encashed their dividend warrant for the financial year 2013-14 and/or the dividend warrants issued for any subsequent financial years so far, are requested to make their claim to the Company / the RTA of the Company or send an email to investors@kajariaceramics.com or admin@mcsregistrars.com. However, all the unclaimed dividend pertaining to the financial years before the financial year 2013-14 have been transferred to the Investor Education and Protection Fund ('IEPF') as per the provision of Sections 124 & 125 of the Act. Members may please note that no claim shall lie against the Company in respect of dividend which remains unclaimed/ unpaid for a period of seven years from the date it is lying in the unpaid dividend account.

Unclaimed dividend information is available on the website of IEPF viz. www.iepf.gov.in and also on the website of the Company viz. www.kajariaceramics.com

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

Accordingly, the Company had transferred total 5,08,182 equity shares of Re. 1/- each, in respect of which dividend had not been claimed by the shareholders for 7 consecutive years or more (i.e. During the year 2020-21: 54,470, During the year 2019-20: 36,618, During the year 2018-19: 53,362 equity shares and during the year 2017-18: 3,63,732 equity shares) to IEPF Authority.

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

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

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

16. 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.
17. 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 with the Company or RTA mentioning their views/questions along with their full name, demat account number/folio number, registered email id, mobile number and such other details as may be deemed fit by Saturday, September 18, 2021 [upto 5:00 p.m.(IST)]. Only the views/questions of those shareholders will be taken-up who has mailed it to the Company within prescribed time and will be replied suitably. A Member who has been registered as a Speaker, will only be allowed to speak during the meeting, subject to the discretion of the Company.
18. ***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 MCA CIRCULARS ARE AS FOLLOWS:**

19. The Company shall be providing two way teleconferencing facility for the ease of participation of the members.
20. 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.
21. 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.
22. 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 MCA Circulars and the SEBI Circulars, the Company is pleased to provide:
  - (i) facility to the members to exercise their right to vote on resolution(s) proposed to be considered at the AGM by remote e-voting before the AGM; and
  - (ii) facility of e-voting at the AGM to the members 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').

23. The remote e-voting period commences at 9:00 a.m. (IST) on Friday, September 24, 2021 and ends at 5:00 p.m. (IST) on Monday, September 27, 2021. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of Tuesday, September 21, 2021 ('**Cut-off date**'), may cast their vote by remote e-voting.

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

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

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

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

Step - 1 – Access to NSDL e-voting System:

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

In terms of the SEBI's Circular dated December 9, 2020 on e-voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their

demat accounts in order to access e-voting facility. Login method for Individual shareholders holding shares in demat mode is given below:

Type of shareholders	Login Method
Shareholders holding shares in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on options available against the Company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select 'Register Online for IDeAS' Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please visit the e-voting website of NSDL and open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat 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's name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Shareholders holding shares in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.</li> </ol>
Shareholders (holding shares in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against the Company's name or e-voting service provider - 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 &amp; voting during the Meeting.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-3058542-43

**B. Login method for the shareholders other than the shareholders holding shares in demat mode and shareholders holding shares in physical mode:**

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

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

- (iv) User ID details are given below:

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

- (v) Password details are given below:

- (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which is communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.



- (vi) If the you are unable to retrieve the password or have not received the 'initial password' or have forgotten your password:
  - Click on '**Forget User Details/Password?**', option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (if your demat account is with NSDL/CDSL)
  - Click on '**Physical User Reset password?**', option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (if you are holding shares in physical form)
  - If you are still unable to retrieve your password through above said options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- (vii) After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- (viii) Now, click on 'Login' and the Home page of e-voting will open.

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

- (i) After successful login at Step -1, you will be able to see the all the companies 'EVEN' in which you are holding shares and whose voting cycle and the Meeting is in active status.
- (ii) 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 General Meeting'.
- (iii) Now you are ready for e-voting as the voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- (v) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (vi) You can also take printout of the votes cast by you by clicking on the print option on confirmation page.
- (vii) Once you confirm your vote on the resolution, you will 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](mailto:rupesh@cacsindia.com) or [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
25. **Process for those shareholders whose e-mail ids are not registered with the Company / depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolution(s) set out in this Notice:**
- i. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com)
  - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DP-ID + CL-ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com)
  - iii. Alternatively, a shareholder may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
26. **Instructions for members for e-voting on the day of the AGM are as under:**
- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- ii. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolution(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
  - iii. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - iv. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.
27. 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 General meeting' menu against the Company's name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
  - ii. Members are encouraged to join the Meeting through Laptops for better experience.
  - iii. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
  - iv. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - v. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com). The same will be replied by the Company suitably.
  - vi. The shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
28. 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. Tuesday, September 21, 2021
29. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Tuesday, September 21, 2021 only shall be entitled to avail the facility of remote e-voting / e-voting facility during the AGM.
30. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. However, a person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
31. 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. Tuesday, September 21, 2021, may obtain the login ID and password by sending a request (along with Name, Folio No./DP ID-Client ID, as the case may be and shareholding) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

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](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of shareholders holding shares in demat mode who acquires shares of the Company and becomes a shareholder of the Company after sending of the Notice and holding shares as of the Cut-off date i.e. Tuesday, September 21, 2021, may follow steps mentioned in the Notice of the AGM under 'Access to NSDL e-voting system'.

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](http://www.evoting.nsdl.com) or contact Ms. Pallavi Mhatre, Manager, NSDL, Trade World, A Wing, Fourth and Fifth Floor, Kamala Mills Compound, Lower Parel, Mumbai- 400013 through email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or on Toll Free No. 1800 1020 990 / 1800 22 44 30.

32. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to e-voting at the AGM, but they may attend the AGM. E-voting cast at the AGM together with vote cast through remote e-voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.
33. The Board of Directors of the Company has appointed Mr. Rupesh Agarwal (Membership No.: ACS 16302, CP No.: 5673) or failing of him Mr. Shashikant Tiwari (ACS No.: 28994, CP No. 13050) or failing him Dr. S. Chandrasekaran (FCS No. 1644, CP No. 715) Practicing Company Secretaries, M/s Chandrasekaran Associates, Company Secretaries, having its office situated at 11F, Pocket - IV, Mayur Vihar, Phase- 1, Delhi- 110091, as the Scrutiniser to scrutinize the voting through remote e- voting and e-voting process, in a fair and transparent manner.
34. The Scrutiniser shall immediately after the conclusion of the Meeting, will count the e-voting cast at the Meeting and the vote cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, within the time permissible under the applicable laws, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him, who shall counter sign the same.
35. The results declared alongwith the report of the Scrutiniser shall be placed in the website of the Company [www.kajariaceramics.com](http://www.kajariaceramics.com) and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorised by him and the results shall also be communicated to BSE Limited and National Stock Exchange of India Limited. The results will also be displayed at the Registered Office as well as the Corporate Office of the Company.
36. Subject to receipt of requisite number of votes, the resolution(s) set out in the Notice of the AGM shall be deemed to be passed at the 35<sup>th</sup> AGM scheduled to be held on Tuesday, September 28, 2021.

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

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

Place: New Delhi  
Date: August 3, 2021

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

### **ITEM NO. 3:**

Mr. Ashok Kajaria is the founding Chairman & Managing Director of the Company, holds a Bachelors in Science (Bsc.) Degree and pursued Engineering (BSME) at UCLA (California), U.S.A. He is widely credited with spearheading a transformation of the tile industry in India and is best known for being the pioneer behind launching large format wall tiles in the country and his catalytic role in revolutionising tile display and marketing. In his career spanning over 45 years, his vision and foresightedness as an entrepreneur, dynamic leadership, steadfast determination, and global marketing acumen has seen the rise of Kajaria from what started as a 1 MSM tile fledging in 1988 into an industry leader and most respected tile brand in India. The Company has shown an excellent growth and tremendous performance under his dynamic leadership.

Pursuant to the provisions of the Companies Act, 2013 ('Act') and rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the members of the Company at the 30<sup>th</sup> Annual General Meeting ('AGM') held on August 24, 2016 re-appointed Mr. Ashok Kajaria as the Chairman & Managing Director of the Company for a period of 5 years effective from April 1, 2016. Presently, he has attained the age exceeding 70 years and as per the Act read with Schedule V of the Act, the approval of the members will also be required by way of a special resolution.

Accordingly, the Board of Directors of the Company ('the Board') in their meeting held on January 21, 2021, on recommendations of the Nomination & Remuneration Committee and the Audit Committee and pursuant to the Nomination and Remuneration Policy of the Company, has re-appointed Mr. Ashok Kajaria as the Chairman & Managing Director of the Company for a further period of 5 years w.e.f. April 1, 2021 to March 31, 2026 or such other shorter period as may be permitted under Regulation 17(1B) or other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. He will not be liable to retire by rotation. The said re-appointment is subject to provisions of the Act and rules made thereunder and approval of Members of the Company.

Pursuant to Regulation 17(1B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (originally proposed to be effective from April 01, 2020), the Chairman of top 500 listed companies shall be a Non-executive Director. However, the SEBI vide its Notification dated January 10, 2020 had deferred the implementation of the said provisions by 2 years i.e. upto April 01, 2022. Hence, the aforesaid appointment as the Chairman and Managing Director of the Company shall be for a period of five years w.e.f. April 1, 2021 to March 31, 2026 or such other shorter period as may be allowed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions of the said re-appointment of Mr. Ashok Kajaria as the Chairman & Managing Director of the Company w.e.f. April 1, 2021 to March 31, 2026 for a period of 5 years are as follows:

Mr. Ashok Kajaria, in the capacity of the Chairman & Managing Director of the Company, will be entitled to the following remuneration w.e.f. April 1, 2021:

1) **Salary:**

Rs. 26,50,000 per month

In addition to the Salary, the Chairman & Managing Director shall be entitled to the following Perquisites:

2) **Perquisites:**

Perquisites are classified into three categories 'A' 'B' & 'C' as follows:

### **CATEGORY 'A'**

#### **Housing:**

Residential accommodation (furnished or otherwise) or house rent allowance at the rate of 60% of the Salary.

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Act and Rules made thereunder. This, however, will be subject to a ceiling of 10% of the Salary.

#### **Medical Allowance / Reimbursement of Medical Expenses:**

Not exceeding one month's Salary per year.

#### **Insurance:**

As per the Policy of the Company for Directors and other senior employees, the Company may take an Employer-Employee Policy on his life. The Policy may be assigned in his name in future. In such an event of assignment of the Policy the same shall be treated as perquisite in his hands.

## **CATEGORY 'B'**

- i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act.
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

## **CATEGORY 'C'**

Provision of Car with Driver and Telephone at the Residence will not be considered as perquisites.

### **Other Terms and Conditions:**

1. The Chairman & Managing Director will not be entitled to sitting fee for attending the meeting(s) of the Board of Directors ('the Board') of the Company or its Committee(s).
2. If during the currency of tenure of the Chairman & Managing Director, the Company has no profits or profits are inadequate, in any financial year, the Chairman & Managing Director shall be entitled to remuneration by way of Salary and Perquisites as per the limits prescribed in Schedule V to the Companies Act, 2013 read with other applicable laws.
3. The Chairman & Managing Director hold office as such, subject to the provisions of the Section 167 of the Companies Act, 2013.
4. The Chairman & Managing Director shall not be liable to retire by rotation.
5. The Chairman & Managing Director shall not become interested or otherwise concerned directly or through his relatives as defined under the Companies Act, 2013 or entered into any other contract without the prior approval of the Board so long as he functions in such capacity.
6. The Chairman & Managing Director shall not, during the continuance of his employment or any time thereafter, divulge or disclose to any person, firm, company, body corporate or concern whatsoever or make any use for his own or for whatsoever purpose of any confidential information, or knowledge obtained by him during his employment of the business or affairs of the Company or of any trade secrets or secret processes of the Company and the Chairman & Managing Director shall, during the continuance of his employment hereunder, also use his best endeavour to prevent any other person, firm, company, body corporate or concern from doing so.
7. The Chairman & Managing Director shall, throughout the said term, devote his full attention and abilities to the business of the Company and shall comply with the directions issued from time to time and in all respects conform to the regulations made by the Board and shall diligently promote the interest of the Company.
8. In the event of the Chairman & Managing Director being found guilty of misconduct or negligence in the discharge of his duties or in the conduct of the Company's business or of any other act or omission inconsistent with his duties as the Chairman & Managing Director or any breach of the Contract of Service dated January 21, 2021, which in the opinion of the Board requires termination from the office of the Chairman & Managing Director, the Company shall be entitled to terminate this Contract without any notice and compensation.
9. The Chairman & Managing Director shall have powers as delegated by the Board of Directors, from time to time, for the management and control of the Company.
10. The Chairman & Managing Director acting as an officer of the Company as defined under the Companies Act, 2013 shall have powers to act, do such things on behalf of the Company in respect of the affairs and business of the Company and as are not forbidden by the provisions of the Companies Act, 2013 or any other statute for the time being to be done by the Chairman & Managing Director or required to be done by the Company in General Meeting or by the Directors.
11. The Chairman & Managing Director shall have power on behalf of the Company to institute, conduct and defend suits, prefer appeals and sign all plaints, written statement, engage solicitors, employ and discharge the officers, staff, workers and other person for the business of the Company and to pay their remuneration.
12. Unless otherwise contained in Clause 8 above, the Company can at its discretion terminate the Contract by giving three months' notice of such termination or on payment of three months' salary and no compensation will be payable to the Chairman & Managing Director for the unexpired portion of the above referred Contract of Service.
13. The Chairman & Managing Director can also terminate the above referred Contract by giving three months' notice in writing to the Company at the Corporate Office. In that event he undertakes to peacefully handover the charge including all necessary documents, files and papers to such person or persons as may be informed by the Board of Directors, in writing.
14. The Board may at its discretion revise/modify the terms and conditions (including designation) from time to time, subject to the compliances under the Companies Act, 2013 and other applicable laws.



15. This appointment is subject to the approval of the members of the Company. In case the appointment is not approved by the members, he will immediately vacate the office.
16. For all other terms and conditions not specifically spelt out above, the policy, rules and orders of the Company shall apply.

The Contract of Service dated January 21, 2021 setting out the terms and conditions of re-appointment of Mr. Ashok Kajaria including remuneration shall be available, electronically, for inspection by members from the date of circulation of this Notice upto the date of AGM. The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in **Annexure-A** of the Notice.

Mr. Ashok Kajaria is not debarred from holding the office of the director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Accordingly, the Board recommends the special resolution in relation to the re-appointment of Mr. Ashok Kajaria as the Chairman & Managing Director, for the approval by the Members of the Company.

Except Mr. Ashok Kajaria, Mr. Chetan Kajaria, 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. 3 of the Notice.

#### **ITEM NO. 4:**

Pursuant to the provisions of the Companies Act, 2013 ('Act') and rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the members of the Company at the 32<sup>nd</sup> Annual General Meeting ('AGM') held on August 27, 2018 re-appointed Mr. Chetan Kajaria as the Joint Managing Director of the Company for a period of 3 years effective from April 1, 2018.

Keeping in view the excellent performance of the Company under his dynamic leadership, the Board of Directors of the Company ('the Board') in their meeting held on January 21, 2021, on recommendations of the Nomination & Remuneration Committee and the Audit Committee and pursuant to the Nomination and Remuneration Policy of the Company, has re-appointed Mr. Chetan Kajaria as the Joint Managing Director of the Company for a further period of 5 years w.e.f. April 1, 2021 to March 31, 2026, He will be liable to retire by rotation. The said re-appointment is subject to provisions of the Companies Act, 2013 and rules made thereunder and approval of Members of the Company.

The terms and conditions of the said re-appointment of Mr. Chetan Kajaria as the Joint Managing Director of the Company w.e.f. April 1, 2021 to March 31, 2026 for a period of 5 years are as follows:

Mr. Chetan Kajaria, in the capacity of the Joint Managing Director of the Company, will be entitled to the following remuneration w.e.f. April 1, 2021:

1) **Salary:**

Rs. 26,00,000 per month

2) **Commission:**

1% of net profit before tax of the Company as calculated under the provisions of Sections 197 & 198 of the Companies Act, 2013.

In addition to the salary and commission, the Joint Managing Director shall be entitled to the following Perquisites:

3) **Perquisites:**

Perquisites are classified into three categories 'A' 'B' & 'C' as follows:

#### **CATEGORY 'A'**

##### **Housing:**

Residential accommodation (furnished or otherwise) or house rent allowance at the rate of 60% of the Salary.

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Act and rules made thereunder. This, however, will be subject to a ceiling of 10% of the Salary.

##### **Medical Allowance / Reimbursement of Medical Expenses:**

Not exceeding one month's Salary per year.

##### **Insurance:**

As per the policy of the Company for Directors and other senior employees, the Company may take an Employer-Employee

Policy on his life. The policy may be assigned in his name in future. In such an event of assignment of the policy the same shall be treated as perquisite in his hands.

#### **CATEGORY 'B'**

- i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act.
- ii) Gratuity payable at a rate not exceeding half a month's Salary for each completed year of service.

#### **CATEGORY 'C'**

Provision of Car with Driver and Telephone at the Residence will not be considered as perquisites.

#### **Other Terms and Conditions:**

1. The Joint Managing Director will not be entitled to sitting fee for attending the meeting(s) of the Board of Directors ('the Board') of the Company or its Committee(s).
2. If during the currency of tenure of the Joint Managing Director, the Company has no profits or profits are inadequate, in any financial year, the Joint Managing Director shall be entitled to remuneration by way of Salary and perquisites as per the provisions of the Companies Act, 2013 read with other applicable laws.
3. The Joint Managing Director holds office as such, subject to the provisions of the Section 167 of the Companies Act, 2013.
4. The Joint Managing Director shall be liable to retire by rotation.
5. The Joint Managing Director shall not become interested or otherwise concerned directly or through his relatives as defined under the Companies Act, 2013 in any selling/buying agency of the Company without the prior approval of the Board so long as he functions in such capacity.
6. The Joint Managing Director shall not, during the continuance of his employment or any time thereafter, divulge or disclose to any person, firm, company, body corporate or concern whatsoever or make any use for his own or for whatsoever purpose of any confidential information, or knowledge obtained by him during his employment of the business or affairs of the Company or of any trade secrets or secret processes of the Company and the Joint Managing Director shall, during the continuance of his employment hereunder, also use his best endeavour to prevent any other person, firm, company, body corporate or concern from doing so.
7. The Joint Managing Director shall, throughout the said term, devote his full attention and abilities to the business of the Company and shall comply with the directions issued from time to time and in all respects conform to the regulations made by the Board and shall diligently promote the interest of the Company.
8. In the event of the Joint Managing Director being found guilty of misconduct or negligence in the discharge of his duties or in the conduct of the Company's business or of any other act or omission inconsistent with his duties as the Joint Managing Director or any breach of the Contract of Service dated January 21, 2021, which in the opinion of the Board requires termination from the office of the Joint Managing Director, the Company shall be entitled to terminate this Contract without any notice and compensation.
9. The Joint Managing Director shall have powers as delegated by the Board, from time to time, for the management and control of the Company.
10. The Joint Managing Director acting as an officer of the Company as defined under the Companies Act, 2013 shall have powers to act, do such things on behalf of the Company in respect of the affairs and business of the Company and as are not forbidden by the provisions of the Companies Act, 2013 or any other statute for the time being to be done by the Joint Managing Director or required to be done by the Company in General Meeting or by the Directors.
11. The Joint Managing Director shall have power on behalf of the Company to institute, conduct and defend suits, prefer appeals and sign all plaints, written statement, engage solicitors, employ and discharge the officers, staff, workers and other person for the business of the Company and to pay their remuneration.
12. Unless otherwise contained in Clause 8 above, the Company can at its discretion terminate the Contract by giving three months' notice of such termination or on payment of three months' Salary and no compensation will be payable to the Joint Managing Director for the unexpired portion of the above referred Contract of Service.
13. That the Joint Managing Director can also terminate the above referred Contract by giving three months' notice in writing to the Company at the Corporate Office. In that event he undertakes to peacefully handover the charge including all necessary documents, files and papers to such person or persons as may be informed by the Managing Director, in writing.

14. The Board may at its discretion revise/modify the terms and conditions (including designation) from time to time, subject to the compliances under the Companies Act, 2013 and other applicable laws.
15. This appointment is subject to the approval of the members of the Company. In case the appointment is not approved by the members, he will immediately vacate the office.
16. For all other terms and conditions not specifically spelt out above, the policy, rules and orders of the Company shall apply.

The Contract of Service dated January 21, 2021 setting out the terms and conditions of re-appointment of Mr. Chetan Kajaria including remuneration shall be available, electronically, for inspection by members from the date of circulation of this Notice upto the date of AGM. The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in **Annexure-A** of the Notice.

Mr. Chetan Kajaria is not debarred from holding the office of the director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Accordingly, the Board recommends the special resolution in relation to the re-appointment of Mr. Chetan Kajaria as the Joint Managing Director, for the approval by the Members of the Company.

Except Mr. Ashok Kajaria, Mr. Chetan Kajaria, 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. 4 of the Notice.

#### **ITEM NO. 5:**

Pursuant to the provisions of the Companies Act, 2013 ('Act') and rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the members of the Company at the 32<sup>nd</sup> Annual General Meeting ('AGM') held on August 27, 2018 re-appointed Mr. Rishi Kajaria as the Joint Managing Director of the Company for a period of 3 years effective from April 1, 2018.

Keeping in view the excellent performance of the Company under his dynamic leadership, the Board of Directors of the Company ('the Board') in their meeting held on January 21, 2021, on recommendations of the Nomination & Remuneration Committee and the Audit Committee and pursuant to the Nomination and Remuneration Policy of the Company, has re-appointed Mr. Rishi Kajaria as the Joint Managing Director of the Company for a further period of 5 years w.e.f. April 1, 2021 to March 31, 2026, He will be liable to retire by rotation. The said re-appointment is subject to provisions of the Companies Act, 2013 and rules made thereunder and approval of Members of the Company.

The terms and conditions of the said re-appointment of Mr. Rishi Kajaria as the Joint Managing Director of the Company w.e.f. April 1, 2021 to March 31, 2026 for a period of 5 years are as follows:

Mr. Rishi Kajaria, in the capacity of the Joint Managing Director of the Company, will be entitled to the following remuneration w.e.f. April 1, 2021:

1) **Salary:**

Rs. 26,00,000 per month

2) **Commission:**

1% of net profit before tax of the Company as calculated under the provisions of Sections 197 & 198 of the Companies Act, 2013.

In addition to the salary and commission, the Joint Managing Director shall be entitled to the following Perquisites:

3) **Perquisites:**

Perquisites are classified into three categories 'A' 'B' & 'C' as follows:

#### **CATEGORY 'A'**

##### **Housing:**

Residential accommodation (furnished or otherwise) or house rent allowance at the rate of 60% of the Salary.

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Act and rules made thereunder. This, however, will be subject to a ceiling of 10% of the Salary.

##### **Medical Allowance / Reimbursement of Medical Expenses:**

Not exceeding one month's Salary per year.

**Insurance:**

As per the policy of the Company for Directors and other senior employees, the Company may take an Employer-Employee Policy on his life. The policy may be assigned in his name in future. In such an event of assignment of the policy the same shall be treated as perquisite in his hands.

**CATEGORY 'B'**

- i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act.
- ii) Gratuity payable at a rate not exceeding half a month's Salary for each completed year of service.

**CATEGORY 'C'**

Provision of Car with Driver and Telephone at the Residence will not be considered as perquisites.

**Other Terms and Conditions:**

- 1. The Joint Managing Director will not be entitled to sitting fee for attending the meeting(s) of the Board of Directors ('the Board') of the Company or its Committee(s).
- 2. If during the currency of tenure of the Joint Managing Director, the Company has no profits or profits are inadequate, in any financial year, the Joint Managing Director shall be entitled to remuneration by way of Salary and perquisites as per the provisions of the Companies Act, 2013 read with other applicable laws.
- 3. The Joint Managing Director holds office as such, subject to the provisions of the Section 167 of the Companies Act, 2013.
- 4. The Joint Managing Director shall be liable to retire by rotation.
- 5. The Joint Managing Director shall not become interested or otherwise concerned directly or through his relatives as defined under the Companies Act, 2013 in any selling/buying agency of the Company without the prior approval of the Board so long as he functions in such capacity.
- 6. The Joint Managing Director shall not, during the continuance of his employment or any time thereafter, divulge or disclose to any person, firm, company, body corporate or concern whatsoever or make any use for his own or for whatsoever purpose of any confidential information, or knowledge obtained by him during his employment of the business or affairs of the Company or of any trade secrets or secret processes of the Company and the Joint Managing Director shall, during the continuance of his employment hereunder, also use his best endeavour to prevent any other person, firm, company, body corporate or concern from doing so.
- 7. The Joint Managing Director shall, throughout the said term, devote his full attention and abilities to the business of the Company and shall comply with the directions issued from time to time and in all respects conform to the regulations made by the Board and shall diligently promote the interest of the Company.
- 8. In the event of the Joint Managing Director being found guilty of misconduct or negligence in the discharge of his duties or in the conduct of the Company's business or of any other act or omission inconsistent with his duties as the Joint Managing Director or any breach of the Contract of Service dated January 21, 2021, which in the opinion of the Board requires termination from the office of the Joint Managing Director, the Company shall be entitled to terminate this Contract without any notice and compensation.
- 9. The Joint Managing Director shall have powers as delegated by the Board, from time to time, for the management and control of the Company.
- 10. The Joint Managing Director acting as an officer of the Company as defined under the Companies Act, 2013 shall have powers to act, do such things on behalf of the Company in respect of the affairs and business of the Company and as are not forbidden by the provisions of the Companies Act, 2013 or any other statute for the time being to be done by the Joint Managing Director or required to be done by the Company in General Meeting or by the Directors.
- 11. The Joint Managing Director shall have power on behalf of the Company to institute, conduct and defend suits, prefer appeals and sign all plaints, written statement, engage solicitors, employ and discharge the officers, staff, workers and other person for the business of the Company and to pay their remuneration.
- 12. Unless otherwise contained in Clause 8 above, the Company can at its discretion terminate the Contract by giving three months' notice of such termination or on payment of three months' Salary and no compensation will be payable to the Joint Managing Director for the unexpired portion of the above referred Contract of Service.

13. That the Joint Managing Director can also terminate the above referred Contract by giving three months' notice in writing to the Company at the Corporate Office. In that event he undertakes to peacefully handover the charge including all necessary documents, files and papers to such person or persons as may be informed by the Managing Director, in writing.
14. The Board may at its discretion revise/modify the terms and conditions (including designation) from time to time, subject to the compliances under the Companies Act, 2013 and other applicable laws.
15. This appointment is subject to the approval of the members of the Company. In case the appointment is not approved by the members, he will immediately vacate the office.
16. For all other terms and conditions not specifically spelt out above, the policy, rules and orders of the Company shall apply.

The Contract of Service dated January 21, 2021 setting out the terms and conditions of re-appointment of Mr. Rishi Kajaria including remuneration shall be available, electronically, for inspection by members from the date of circulation of this Notice upto the date of AGM. The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in **Annexure-A** of the Notice.

Mr. Rishi Kajaria is not debarred from holding the office of the director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Accordingly, the Board recommends the special resolution in relation to the re-appointment of Mr. Rishi Kajaria as the Joint Managing Director, for the approval by the Members of the Company.

Except Mr. Ashok Kajaria, Mr. Chetan Kajaria, 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.

#### **ITEM NO. 6:**

Mr. Dev Datt Rishi is a Non- Executive Director and joined the Board w.e.f. January 14, 2015. He was on the Board of Directors ('the Board') of the Company as the Whole-time Director till June 30, 2017 and thereafter, he continues as the Non-Executive Director of the Company since July 1, 2017.

Regulation 16(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the 'Listing Regulations'] read with Section 149(6) of the Companies Act, 2013 [the 'Act'], inter-alia, provides that 'Independent Director' means a non-executive director who, neither himself, nor whose relative(s) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed. In view of the said provisions of the Listing Regulations read with the Act, Mr. Dev Datt Rishi is now eligible to be appointed as an Independent Director of the Company.

Pursuant to Section 149(10) of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules'), an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and would be eligible for re-appointment for another term upto five consecutive years on passing of a special resolution by members. An Independent Director will not be liable to retire by rotation.

The Board considers that continued association of Mr. Dev Datt Rishi would be of immense benefit to the Company and accordingly, it is desirable to avail his services as the Independent Director of the Company. The Board has also carried out the evaluation of his performance through structured evaluation process and in line with the criteria specified in the Nomination and Remuneration Policy of the Company and the Board expressed its satisfaction with his performance and contribution made to the Company. In the opinion of the Board, Mr. Dev Datt Rishi fulfils the conditions specified in the Act and the rules made thereunder read with the Listing Regulations for his appointment as Independent Director of the Company and he is independent of the management of the Company.

Keeping in view of his rich experience and contributions throughout his tenure and on the recommendation of the Nomination & Remuneration Committee, it is proposed to appoint Mr. Dev Datt Rishi as an Independent Director of the Company for the period effective from the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company upto the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company to be held in the Calendar Year 2025.

It is specifically mention that during the above said tenure of Mr. Dev Datt Rishi, he will be attaining the age of 75 years. It is, therefore, approval of members of the Company, by way of a special resolution will also be required as prescribed under Regulation 17(3A) of the Listing Regulations.

The Board of the Company is of opinion that Mr. Dev Datt Rishi is person of integrity, possess relevant expertise and vast experience and he is meeting the criteria of independence and on the recommendation of the Nomination and Remuneration Committee, the Board considers the continuity of his directorship as justified and recommends continued association of Mr. Dev Datt Rishi as the Independent Director of the Company on attaining the age of 75 years till the above said tenure.



The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Dev Datt Rishi for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the Company has also received a declaration from Mr. Dev Datt Rishi that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and his consent to act as a Director.

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

Mr. Dev Datt Rishi is not debarred from holding the office of the director by virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018. Accordingly, the Board recommends the special resolution in relation to the appointment of Mr. Dev Datt Rishi as an Independent Director, for the approval by the Members of the Company.

Mr. Dev Datt Rishi, the proposed appointee, may be deemed to be concerned or interested in this resolution with respect to his appointment. None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

#### **ITEM NO. 7:**

In order to support for the business requirements of the Company's subsidiaries (including step-down subsidiary) for its principal business activities and the matters connected thereto, the Company is required to advance loan to them. Presently, the Company has subsidiaries viz. Kajaria Bathware Private Limited, Kajaria Plywood Private Limited, Kajaria Tiles Private Limited (wholly-owned subsidiary), Kajaria Sanitaryware Private Limited (step-down subsidiary), Jaxx Vitrified Private Limited, Cosa Ceramic Private Limited and Vennar Ceramics Limited.

Section 185 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) [the Act] provides that a company may advance any loan including loan represented by way of book debt to and/or give any guarantee and/or provide any security in connection with any loan taken/to be taken by any person in whom any of the director of the company is interested, if a special resolution is passed by the company in general meeting. Further, Section 185 of the Act does not apply in case of any loan made by a holding company to its wholly-owned subsidiary company or any guarantee given or security provided by a holding company in respect of any loan made to its wholly-owned subsidiary company; or any guarantee given or security provided by a holding company in respect of loan made by any bank or financial institution to its subsidiary company.

In view of the above provisions, the Company will be in a position to provide financial assistance by way of making loan to its subsidiaries (including step-down subsidiary) for their principal business activities and the matters connected thereto for an aggregate amount of Rs. 500 Crores (Rupees Five Hundred Crores) excluding the loans exempted under the provisions of the Act, in one or more tranches, outstanding at any point of time.

The Board of Directors ('the Board') of the Company will carefully evaluate proposals and provide such loans through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities (including the matter connected thereto) of the subsidiaries (including step-down subsidiary) of the Company excluding the loans exempted under the provisions of the Act, in one or more tranches, outstanding at any point of time and the same will in the ordinary course of business and in the interest of the Company.

Hence, in order to enable the Company to provide the above said financial assistance to its subsidiaries (including step-down subsidiary) excluding the loans exempted under the provisions of the Act, in which Directors of the Company are interested, directly or indirectly, under Section 185 of the Act and rules made thereunder, it is proposed to obtain approval of the members of the Company by way of a Special Resolution.

The Board of the Company recommends the Special Resolution mentioned in the Item No. 7 of this Notice for approval by the Members of the Company.

Except Mr. Ashok Kajaria, Mr. Chetan Kajaria and Mr. Rishi Kajaria, being common Directors/Members, as the case may be, including their relatives to the extent of their shareholding in the Company, if any, none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Special Resolution set out at Item No. 7.

**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 appointed/ re-appointed:**

Name of Directors	Mr. Ashok Kajaria (DIN: 00273877)	Mr. Chetan Kajaria (DIN: 00273928)	Mr. Rishi Kajaria (DIN:00228455)	Mr. Dev Datt Rishi (DIN: 00312882)
Date of Birth	01.08.1947	24.12.1974	14.10.1978	05.08.1949
Age as on 31 <sup>st</sup> March, 2021	74 Years	46 Years	43 Years	72 Years
Date of first appointment on the Board of the Company	20.12.1985	15.01.2000	26.07.2003	14.01.2015
Qualification	B.Sc., BSME, UCLA (California), U.S.A.	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.	B.Sc. (Engineering) Chemical Hons., Diploma in Management
Experience	<p>He is widely credited with spearheading a transformation of the tile industry in India and is best known for being the pioneer behind launching large format wall tiles in the country and his catalytic role in revolutionising tile display and marketing.</p> <p>In his career spanning over 45 years, his vision and foresightedness as an entrepreneur, dynamic leadership, steadfast determination, and global marketing acumen has seen the rise of Kajaria from what started as a 1 MSM tile fledging in 1988 into an industry leader and most respected tile brand in India. Committed to the philosophy that the corporate sector should play a proactive role in promoting the cause of inclusive growth, Mr. Kajaria is keenly involved with the various philanthropic arms of the Company- providing structure and focus to the social outreach initiatives of the Company. He has held several important industry positions including President of PHD Chamber of Commerce, Chairman of the Indian Council of Ceramic Tile and Sanitaryware and member of the executive committee of Federation of Indian Chamber of Commerce and Industry.</p>	<p>He started his journey at Kajaria Ceramics Limited in the year 2000 and has been instrumental in giving a new dimension to the Company by opening international standard tile showrooms across the country which has today become an industry trend. He is spearheading the ceramic tile vertical. He is responsible for the first ever acquisition in the Company's history- acquiring a ceramic tile plant in Gujarat for feeding the Western and Southern markets in February 2011. He spread the concept of value added tiles in the ceramic tile vertical using digital technology from Spain by displaying at dealers' showroom across the country. He had also led the acquisition of a ceramic tile plant in Vijayawada, Andhra Pradesh in April 2012, marking the Company's entry into the growing markets of South India. He has played a key role in making Kajaria Ceramics Limited a leading manufacturer of ceramic wall &amp; floor tiles in India.</p> <p>To entrench the presence of the Kajaria brand into every Indian household, he successfully contoured the Group's presence into the plywood space by adopting an asset-light operating model.</p>	<p>He joined Kajaria Ceramics in the year 2003 and spearheads the vitrified tile vertical. Initially, he opted for trading vitrified tiles rather than joining the race of setting up capacities. After importing for 5 years, he decided to manufacture them. The first production unit for vitrified tile was started in Sikandrabad in 2010. Subsequently, Kajaria Ceramics commissioned a huge expansion of vitrified tiles at Gailpur in 2011. The next capacity addition came through joint ventures in Morbi, Gujarat. With this strategy, he added capacity without any gestation period and acquired reach.</p> <p>He 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>	<p>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&amp;D, technology transfer, standardization, projects, training and organization development, etc.</p>
Terms and conditions of appointment/re-appointment	As per the terms of the Contract of Service dated January 21, 2021 which are specified in the explanatory statement of the Notice.	As per the terms of the Contract of Service dated January 21, 2021 which are specified in the explanatory statement of the Notice.	As per the terms of the Contract of Service dated January 21, 2021 which are specified in the explanatory statement of the Notice.	As mentioned in explanatory statement of the Notice and as per the terms and conditions of the appointment letter.
Remuneration sought and last drawn	<p><u>Remuneration Sought:</u></p> <p>As per the terms of the Contract of Service which are specified in the explanatory statement of the Notice</p>	<p><u>Remuneration Sought:</u></p> <p>As per the terms of the Contract of Service which are specified in the explanatory statement of the Notice</p>	<p><u>Remuneration Sought:</u></p> <p>As per the terms of the Contract of Service which are specified in the explanatory statement of the Notice</p>	<p><u>Remuneration Sought:</u></p> <p>No remuneration will be payable except sitting fees for attending the Board and its Committee meetings</p>

	<u>Remuneration last drawn as Chairman &amp; Managing Director:</u> As mentioned in the Corporate Governance Report.	<u>Remuneration last drawn as Joint Managing Director:</u> As mentioned in the Corporate Governance Report.	<u>Remuneration last drawn as Joint Managing Director:</u> As mentioned in the Corporate Governance Report.	<u>Remuneration last drawn as Non-Executive Director:</u> As mentioned in the Corporate Governance Report.
Shareholding in the Company as on 31 <sup>st</sup> March, 2021	10,47,004 Equity Shares	13,39,880 Equity Shares	18,05,716 Equity Shares	624 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	He is the father of Mr. Chetan Kajaria and Mr. Rishi Kajaria. Other than above, Mr. Ashok Kajaria is not related to other Directors and Key Managerial Personnel of the Company.	Mr. Ashok Kajaria is the father of Mr. Chetan Kajaria. Mr. Rishi Kajaria is the brother of Mr. Chetan Kajaria. Other than above, Mr. Chetan Kajaria is not related to other Directors and Key Managerial Personnel of the Company.	Mr. Ashok Kajaria is the father of Mr. Rishi Kajaria. Mr. Chetan Kajaria is the brother of Mr. Rishi Kajaria. Other than above, Mr. Rishi Kajaria is not related to other Directors and Key Managerial Personnel of the Company.	He is not related to other Directors and Key Managerial Personnel of the Company.
Nos. of Board Meetings attended during the financial year 2020-21	4 (Four)	4 (Four)	4 (Four)	4 (Four)
Directorships held in other Public Limited Companies including other Listed Companies	Nil	Nil	Nil	Nil
Chairmanships / Memberships of the Committee of the Board of Directors of the Company*	He is a member in Audit Committee and Stakeholders Relationship Committee of the Company	He is a member in Stakeholders Relationship Committee of the Company	Nil	Nil
Chairmanships / Memberships of the Committee of the Board of Directors of other Public Limited Companies*	Nil	Nil	Nil	Nil

**Note:**

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

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

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

Place: New Delhi  
Date: August 3, 2021