



Kajaria

29.09.2020

National Stock Exchange of India Ltd.
Exchange Plaza
Bandra Kuria Complex
Bandra (E)
Mumbai – 400 051

BSE Limited
P.J. Towers
Dalal Street
Mumbai - 400 001

Dear Sir / Madam,

Sub: Results of the 34th Annual General Meeting ('AGM') of Kajaria Ceramics Limited ('the Company') pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation of our letter dated September 29, 2020, we enclose herewith the followings with respect to the 34th AGM of the Company held on Monday, September 28, 2020 at 3:00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'):

1. Voting results of the 34th AGM of the Company (*Annexure – A*).
2. Consolidated Scrutiniser's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. (*Annexure - B*).

Kindly take the above information on record.

Thanking You,

Yours' faithfully,
For Kajaria Ceramics Limited

R. C. Rawat
COO (A&T) & Company Secretary



Encl.: As above

Kajaria Ceramics Limited

Corporate Office : J1/B1 (Extn.), Mohan Co - op Industrial Estate, Mathura Road, New Delhi - 110044, Ph.: +91-11-26946409 | Fax: +91-11- 26946407
Regd Office: SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon-122001, Haryana, Ph.: +91-124-4081281
CIN No. : L26924HR1985PLC056150, E-mail: info@kajariaceramics.com | Web: www.kajariaceramics.com

September 29, 2020

**Declaration of Results of voting of
34th Annual General Meeting of Kajaria Ceramics Limited**

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued by the Ministry of Corporate Affairs and the SEBI, the 34th Annual General Meeting ('AGM') of the Company was held on Monday, September 28, 2020 at 3.00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') for considering the items mentioned in the AGM notice dated August 7, 2020:

As per the Scrutiniser's Report dated September 29, 2020, the results of voting through remote e-voting and e-voting during the AGM are as follows:

PARTICULARS	VOTING DETAILS		
	Item No. 1	Item No. 2	Item No. 3
Item No. of AGM Notice dated August 7, 2020	(To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31 st March, 2020 and Reports of Board of Directors and Auditors thereon)	(To appoint a Director in place of Mr. Chetan Kajaria (DIN: 00273928), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment)	(To appoint a Director in place of Mr. Rishi Kajaria (DIN: 00228455), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment)
Type of Resolution	Ordinary Resolution	Ordinary Resolution	Ordinary Resolution
Total Number of Votes	135999416	132487758	132487758
Total Number of Invalid Votes	0	0	0
Valid Votes not exercised by members	0	0	0
Total Number of Valid Votes	135999416	132487758	132487758
Votes in favour of the Resolution	135998708	129524618	129524618
Votes against the Resolution	708	2963140	2963140
Percentage of Votes in favour of Resolution	100.00	97.76	97.76

I, therefore, declare the above Resolutions as passed with the requisite majority.



For Kajaria Ceramics Limited


Ashok Kajaria
Chairman & Managing Director

Kajaria Ceramics Limited

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Voting results of the 34th Annual General Meeting of the Company held on Monday, September 28, 2020 pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM (Annual General Meeting)	September 28, 2020	
Total number of shareholders on record date (i.e. September 21, 2020)	65096	
No. of shareholders present in the meeting either in person or through Proxy	Promoter and Promoter Group	Public
	NA	NA
No. of shareholders attended the meeting through video conferencing	Promoter and Promoter Group	Public
	16	92

Details of the Agenda:

Agenda Item No. 1	To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31 st March, 2020 and Reports of Board of Directors and Auditors thereon
Resolution required	Ordinary Resolution
Whether promoter / promoter group are interested in the Agenda / resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75625231	75625231	100.00	75625231	0.00	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		75625231	75625231	100.00	75625231	0.00	100.00
Public-Institutions	E-Voting	63627166	59972544	94.26	59972544	0	100.00	0.00
	Poll		0	0	0	0	0	
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	



Kajaria Ceramics Limited

	Total	63627166	59972544	94.26	59972544	0	100.00	0.00
Public- Non-Institutions	E-Voting	19704803	400401	2.03	399693	708	99.82	0.18
	Poll		1240	0.01	1240	0.00	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		19704803	401641	2.04	400933	708	99.82
Total		158957200	135999416	85.56	135998708	708	100.00	0.00

Agenda Item No. 2	To appoint a Director in place of Mr. Chetan Kajaria (DIN: 00273928), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment
Resolution required	Ordinary Resolution
Whether promoter / promoter group are interested in the Agenda / resolution?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75625231	75625231	100.00	75625231	0.00	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		75625231	75625231	100.00	75625231	0.00	100.00
Public-Institutions	E-Voting	63627166	56460886	88.74	53498454	2962432	94.75	5.25
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		63627166	56460886	88.74	53498454	2962432	94.75
Public- Non-Institutions	E-Voting	19704803	400401	2.03	399693	708	99.82	0.18
	Poll		1240	0.01	1240	0.00	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		19704803	401641	2.04	400933	708	99.82
Total		158957200	132487758	83.35	129524618	2963140	97.76	2.24



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Agenda Item No. 3	To appoint a Director in place of Mr. Rishi Kajaria (DIN: 00228455), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment
Resolution required	Ordinary Resolution
Whether promoter / promoter group are interested in the Agenda / resolution?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75625231	75625231	100.00	75625231	0.00	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		75625231	75625231	100.00	75625231	0.00	100.00
Public-Institutions	E-Voting	63627166	56460886	88.74	53498454	2962432	94.75	5.25
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		63627166	56460886	88.74	53498454	2962432	94.75
Public- Non-Institutions	E-Voting	19704803	400401	2.03	399693	708	99.82	0.18
	Poll		1240	0.01	1240	0.00	100.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		19704803	401641	2.04	400933	708	99.82
Total		158957200	132487758	83.35	129524618	2963140	97.76	2.24



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**Consolidated Scrutinizer's Report of 34th Annual General Meeting
Of Kajaria Ceramics Limited**

To,
The Chairman
**34th Annual General Meeting of Equity Shareholders of
Kajaria Ceramics Limited**
SF-11, Second Floor, JMD Regent Plaza,
Mehrauli Gurgaon Road, Village Sikanderpur Ghosi,
Gurgaon, Haryana-122001

Date of Meeting: September 28, 2020
Day of Meeting: Monday
Time of Meeting: At 03:00 p.m. (IST)
Mode of Meeting: Through Video Conferencing (VC)/ Other Audio Visual Means ("OAVM")

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed by the Board of Directors of M/s. Kajaria Ceramics Limited ("the Company") as Scrutinizer for remote e-voting and e-voting (hereinafter referred to as the "electronic voting") at the 34th Annual General Meeting ("the Meeting or AGM") convened through VC/OAVM in respect of the below mentioned resolutions considered at the Meeting of the equity shareholders of the Company as per notice dated August 07, 2020.

Pursuant to Section 108 of the Companies Act, 2013 ("Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by Ministry of Corporate Affairs (MCA) and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter referred to as "relevant circulars"), the Company has sent the Annual Report including Notice of the 34th AGM only through electronic mode to only those Members whose email IDs are registered with the Company/Depository Participants. The Company has also given an additional option to members to register their e-mail ids with the Company's RTA i.e. MCS Share Transfer Agent Ltd., or their Depository Participants by giving advertisement in newspaper dated September 02, 2020 in the Financial Express (English) and Jansatta (Hindi). The Notice dated August 07, 2020 convening the Meeting was sent to the shareholders on September 04, 2020 in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on September 28, 2020.

The Company has availed the electronic voting facility from National Securities Depository Limited ("NSDL") for conducting electronic voting by the shareholders of the Company.

The remote e-voting period commenced on Friday, September 25, 2020 at 09.00 a.m. (IST) and concluded on Sunday, September 27, 2020 at 05.00 p.m. (IST) and the remote e-voting platform was blocked thereafter. Further, the e-voting was opened during the AGM for the Shareholders who attended the meeting but have not cast their vote through remote e-voting and remained open till the conclusion of the AGM for voting purpose.

The shareholders holding shares as at the close of business hours on Monday, September 21, 2020 ("Cut-off date") were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the Company, and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the electronic voting for the Meeting.



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Subsequently, the electronic voting was unblocked on September 28, 2020 around 04.35 P.M in the presence of two witnesses, Mr. Akash Goyal R/o, 1st Floor, F-197, F-Block, Prashant Vihar, Sector-14, Rohini, Delhi – 110085 and Ms. Princi Agarwal R/o, 188, Pratap Nagar, Mayur Vihar Phase-1, Delhi - 110091 who are not in the employment of the Company.

The votes cast through e-voting, which were Incomplete and/ or otherwise found defective, have been treated as invalid, if any.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made there-under relating to electronic voting on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for electronic voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolution.

Based on the data downloaded from official website of NSDL for the electronic voting, we now submit our consolidated report thereon.

The result of the voting is as under:

Resolution no. 1. - To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2020 and Reports of Board of Directors and Auditors thereon (As an Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	332	135998176	2	1240	334	135999416
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	332	135998176	2	1240	334	135999416



Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	326	135997468	2	1240	328	135998708	100.00
Against	6	708	0	0	6	708	0.00
Total	332	135998176	2	1240	334	135999416	100.00

Resolution No. 2. To appoint a Director in place of Mr. Chetan Kajaria (DIN: 00273928), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment: (As an Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	320	132486518	2	1240	322	132487758
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	320	132486518	2	1240	322	132487758



Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	306	129523378	2	1240	308	129524618	97.76
Against	14	2963140	0	0	14	2963140	2.24
Total	320	132486518	2	1240	322	132487758	100.00

Resolution No. 3. To appoint a Director in place of Mr. Rishi Kajaria (DIN: 00228455), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment: (As an Ordinary Resolution)

Particulars	REMOTE E-VOTING		E-VOTING		Total	
	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them	Number of member (s) voted	Votes held by them
Number of Members & Shares held by them	320	132486518	2	1240	322	132487758
Less: Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less: Number of Members & abstained from voting	0	0	0	0	0	0
Less: Number of Members & Votes not exercised	0	0	0	0	0	0
No. of Valid Votes Cast	320	132486518	2	1240	322	132487758




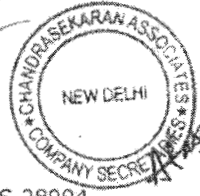
Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	306	129523378	2	1240	308	129524618	97.76
Against	14	2963140	0	0	14	2963140	2.24
Total	320	132486518	2	1240	322	132487758	100.00

1. The Chairman or any other person authorised by him may accordingly declare the result thereof.
2. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking you,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries


Shashikant Tiwari
Partner
Membership No.: ACS 28994
CP No. 13050
UDIN: A028994B000803834



Place: Delhi
Date: 29.09.2020

For Kajaria Ceramics Limited


Counter-signed by Chairman