

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 31st (Thirty First) Annual General Meeting of the members of Kajaria Ceramics Limited (the 'Company') will be held on Thursday, 10th August, 2017 at 3:00 P.M. at Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon-122001, to transact the following businesses:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended on March 31, 2017 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, 2017, the statement of profit and loss, the cash flow statement for the year ended on that date, notes to financial statements, reports of the Board and Auditors' thereon and the audited consolidated financial statements of the Company including the Balance Sheet as at March 31, 2017, the statement of profit and loss, the cash flow statement for the financial year ended March 31, 2017, notes to financial statements, along with the auditors' report thereon be and are hereby received, considered and adopted."

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

"RESOLVED THAT a final dividend of Rs. 3 per equity share of Re. 1/- each fully paid up for the financial year 2016-17 be and is hereby approved and declared."

3. To appoint a director in place of Mr. Dev Datt Rishi (DIN: 00312882), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Dev Datt Rishi (DIN: 00312882), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To appoint Statutory Auditors of the Company and to fix their remuneration:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Walker Chandok & Co LLP, Chartered Accountants, (Firm Registration Number 001076N/N500013), be and is hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors M/s O.P. Bagla & Co., Chartered Accountants (Firm Registration No. 000018N), to hold office from the conclusion of this Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company subject to the ratification of their appointment by the members at every Annual General Meeting on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Special Business:

5. To amend and adopt new Articles of Association of the Company:

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

“RESOLVED THAT pursuant to Sections 5, 14 and other applicable provisions if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company and the new set of Articles of Association of the Company be and is hereby approved and adopted in exclusion and in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to do all such acts, deeds and things as are deemed expedient and necessary and to file necessary forms/ returns/ applications/documents/papers as are required to be filed with the Office of Registrar of Companies and other authorities, statutory or otherwise and to take all such steps and actions as may be necessary, proper, expedient or incidental for the purpose of giving effect to the this resolution.”

By Order of the Board
For Kajaria Ceramics Limited

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

Place: New Delhi
Dated: 15th May, 2017

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

NOTES:

1. The Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 (the ‘Act’), in respect of Special Business to be transacted at the 31st Annual General Meeting (the ‘AGM’ or ‘Meeting’), is annexed and forms part of this Notice.
2. Brief resume and other particulars of Mr. Dev Datt Rishi, pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard on General Meetings (‘SS-2’), are annexed herewith as Annexure A.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**

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

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

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a Certified True Copy of the Board Resolution / Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Proxies are requested to bring the duly completed, filed, signed and stamped proxy forms at the Annual General Meeting. Incomplete proxy forms are considered to be as invalid and the proxy so appointed shall not be entitled to vote on the resolution(s) in the AGM. A proxy holder needs to show his identity at the time of attending the Meeting. Further, in case if the Company receives multiple proxies for the same holding of a member, the proxy which is dated last shall be considered valid, if it is not dated then all the proxies so send by the member shall considered to be as invalid. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
6. Members, Proxies and Authorised Representative(s) are requested to bring the duly filled and signed Attendance Slips (enclosed), complete in all respect along with their copy of Annual Report at the venue of AGM in order to enable us to register your attendance at the venue of the AGM. Members are requested to bring their Folio No. /DPID-Client ID to enable us to provide a duly filled attendance slips for your signature and participation at the Meeting.
7. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote.
8. Only bonafide members of the Company whose names appear on the Register of Members / Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the AGM.
9. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. 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 - M/s MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase-1, New Delhi 110020 (the 'RTA').
10. Members holding shares in physical form are requested to notify/send the following to the RTA of the Company:
 - i) Any change in their mailing address;
 - ii) Particulars of their bank account & e-mail ids in case the same have not been sent earlier;
 - iii) Members who hold shares in physical form in multiple folios in identical names are requested to send the share certificate for consolidation into single folio.

Further, please note that Members holding equity shares in electronic form are requested to contact to their DP with whom they are maintaining the demat accounts for updation in address, e-mail ids, Bank details, Bank mandate, ECS mandate, etc.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act will be available for inspection at the AGM.

All the documents referred to in the accompanying Notice and the Explanatory Statement, are open for inspection at the Registered Office of the Company during the business hours, except on holidays, upto and including the date of AGM and copies there of shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company.
12. A Route Map along with Prominent Landmark for easy location to reach the venue of the AGM is annexed with the Notice of AGM and is also available on the website of the Company.
13. The Registers of Members and the Share Transfer Books of the Company will remain closed from Saturday, 5th August, 2017 to Thursday, 10th August, 2017 (both days inclusive) in terms of the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of the AGM and determining names of the shareholders eligible for dividend on equity shares, if declared.

14. The dividend as recommended by the Board of Directors of the Company (Rs. 3/- per equity share of Re. 1- each), if declared at the AGM, will be paid on or before the 30th day from the date of declaration, to those members or their mandates:
- a) Whose names appear in the list of Beneficial Owners as at the end of business hours on Friday, 4th August, 2017 in the lists of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited immediately before commencement of the Book closure in respect of shares held in electronic form; and
 - b) Whose names appear as member in the Register of Members of the Company after giving effect to the valid transfers in physical forms lodged with the Company and the RTA of the Company on or before Friday, 4th August, 2017.
15. Members, who have not encashed their dividend warrant for the financial year 2009 - 10 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 helpdeskdelhi@mcsregistrars.com. However, all the unclaimed dividend pertaining to the financial years before the financial year 2009-10 have been transferred to the Investor Education and Protection Fund as per the provision of Sections 124 & 125 of the Act (including corresponding provisions of the Companies Act, 1956). Members may please note that no claim shall lie against the Company in respect of dividend which remains unclaimed and 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
- The Act read with the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('Rules'), inter-alia, contains provisions for transfer of all shares in respect of which dividend has not been paid or claimed by the shareholder for seven consecutive years or more in the name of Investor Education and Protection Fund ('IEPF').
- Complying with the requirements set out in the Rules, the Company has communicated individually to the concerned shareholders whose shares are liable to be transferred to IEPF under the said Rules and also published a notice in the newspapers, for taking appropriate action(s).
16. The Securities and Exchange Board of India ('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. (a) The electronic copy of the Annual Report with the Notice of the AGM (alongwith Proxy Form, Attendance Slip and Route Map to the AGM Venue) for the financial year ending 31st March, 2017 is being sent to all the members whose email IDs are registered with the Company/ DPs unless any member has requested for a physical copy of the same. For Members, who have not registered their email address, physical copies of the Annual Report with the Notice of the AGM (alongwith Proxy Form, Attendance Slip and Route Map to the AGM Venue) is being sent through permitted mode.
- (b) To support the 'Green Initiative', the members who are yet to register / update their email address with the Company or DPs are once again requested to register / update the same for receiving the Notices, Annual Reports and other documents / communications through electronic mode.
18. The Notice of AGM (alongwith Proxy Form, Attendance Slip and Route Map to the AGM Venue) and the Annual Report for the year ended 31st March, 2017 are available at the Company's website www.kajariaceramics.com. The Notice of the AGM is also available on www.evoting.nsdl.co.in
19. The Company has dedicated E-mail address 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.

20. Members desirous of getting any information about the Financial Statements and operations of the Company are requested to address their queries to the Company Secretary at the Corporate Office of the Company at J-1/B-1(Extn), Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044, ten (10) days before the AGM enabling the Company to keep the information ready.

21. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendment thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the items of business given in the Notice of the AGM may be transacted through e-voting services. The facility of casting vote through e-voting system from a place other than venue of the AGM ('remote e-voting') will be provided by National Securities Depository Limited ('NSDL').

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

22. The remote e-voting period commences at 9:00 a.m. (IST) on Monday, 7th August, 2017 and ends at 5:00 p.m. (IST) on Wednesday, 9th August, 2017. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of Thursday, 3rd August, 2017 ('**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.

23. The instruction for e-voting are as under:

(A.) In case a Member receives an email from NSDL:

(i) Open the email and also open PDF file viz; "Kajaria remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Kajaria remote e-voting.pdf".

(ii) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com/>

(iii) Click on Shareholder –Login

(iv) Put user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the Company/Depository Participant(s) or mentioned in the e-voting instruction page) and verification code as displayed. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination there of. Please note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "REVEN" (Remote e-Voting Even Number) of Kajaria Ceramics Limited

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to investors@kajariaceramics.com or helpdesk@mcsregistrars.com with a copy marked to evoting@nsdl.co.in

Note: Login to the e-voting website of NSDL will be disabled upon five unsuccessful attempts to key in the correct password. In such case, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on the site to reset the password.

(B.) In case a Member receives physical copy of the Notice of AGM:

- a. Initial password is provided on the Attendance Slip for the AGM:

REVEN (Remote Electronic Voting Event Number)	USER ID	PASSWORD / PIN
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- b. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(C) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending documents/communications in future.

- 24. The voting rights (for voting through remote e-voting as well as polling through ballot paper) shall be reckoned on the paid up value of the shares registered in the name of the of the Company as on cut-off date i.e. Thursday, 3rd August, 2017.
- 25. 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 as well as voting at the AGM through ballot paper. However, a person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- 26. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date i.e. Thursday, 3rd August, 2017, may obtain the login ID and password by sending a request (alongwith Name, Folio No. / DP ID & Client ID, as the case may be and shareholding) at evoting@nsdl.co.in or helpdeskdelhi@mcsregistrars.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or contact NSDL on Toll Free No. 1800-222-990 or email to the RTA at helpdesk@mcsregistrars.com

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (REVEN No.+Folio No.).

In case of any queries connected with voting by electronic means, you may refer the Frequently Asked Questions (FAQs) for Members and the remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact Mr. Rajiv Ranjan, Asst. Manager, NSDL, Trade World, A Wing, Fourth and Fifth floor, Kamla Mills Compound, Lower Parel, Mumbai- 400013 through email at evoting@nsdl.co.in / rajivr@nsdl.co.in on Toll Free No.1800-222-990 / Telephone No. 022-24994738.

- 27. The shareholders can opt for only one mode of voting i.e. remote e-voting or voting through Ballot Paper at the AGM Venue. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through Ballot Paper will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

28. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of Ballot Paper at the AGM, but they may attend the AGM. Votes cast by way of Ballot Paper together with vote cast through remote e-voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.
29. The Board of Directors of the Company has appointed Dr. S. Chandrasekaran (Membership No. FCS 1644, CP No. 715) or failing him Mr. Rupesh Agarwal (Membership No. ACS 16302, CP No. 5673), Partners of M/s Chandrasekaran Associates, Company Secretaries, having its office situated at 11F, Pocket-IV, Mayur Vihar, Phase-1, New Delhi 110091, as Scrutinizer to scrutinize the voting through remote e-voting and Ballot Paper process in a fair and transparent manner.
30. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper(s) for all those eligible members / proxies who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
31. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within the time permissible under applicable laws, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same.
32. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.kajariaceramics.com and on the website of NSDL immediately after the declaration of result by the Chairman or a Director so authorised and the results shall also be communicated to the BSE Limited and National Stock Exchange of India Limited. The result will also be displayed at the Registered Office as well as at the Corporate Office of the Company.
33. Subject to receipt of requisite number of votes, the resolutions set out in the Notice of the AGM shall be deemed to be passed at the 31st AGM scheduled to be held on Thursday, 10th August, 2017.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO.5

The existing Articles of Association were approved by the members of the Company through Postal Ballot in 2014. However, several regulations of the existing Articles of Association of the Company require alteration / addition thereto in accordance with the provisions of the Companies Act, 2013 (the 'Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') . Given this position, it is considered expedient to replace the existing Articles of the Company by a new set of Articles of Association.

The new Articles of Association to be substituted in place of the existing Articles of Association is based on Table "F" of Schedule I of the Act, which sets out the model Articles of Association for the company limited by shares. Member's attention is invited to certain salient provisions of the new draft Articles of Association of the Company Viz.:

- o Existing definitions have been aligned with Act and the Listing Regulations.
- o Provisions regarding Buy Back of shares and further issue of shares have been included.
- o Existing Articles have been streamlined and aligned with the Act.
- o The Statutory Provisions of the Act which permits a Company to do some act "if to authorize by its articles" or provisions, if require a Company to do action prescribed manner "unless the articles otherwise provide" have been specifically included.

The proposed new draft Articles of Association is available for inspection by the members at the Registered Office of the Company during the business hours, except on holidays and is also uploaded on the Company's website i.e. www.kajariaceramics.com for perusal by the members.

In terms of Section 14 of the Act, the consent of the members by way of special resolution is required for adoption of new Articles of Association.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding.

The Board of Directors, accordingly, recommend the resolution set out in Item No.5 of this notice for your approval as special resolution.

Annexure A

Information pursuant to the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Director proposed to be re-appointed:

Name of Director	Mr. Dev Datt Rishi (DIN: 00312882)
Date of Birth	5th August, 1949
Age as on 31st March, 2017	68 Years
Date of first appointment	14th January, 2015
Qualification	B.Sc. (Engineering), Chemical Hons, DIM
Experience	He is an eminent technical professional having experience in a wide spectrum of industries like Chemicals, Fertilizers, Pesticides and Ceramics. He was associated with Kajaria Ceramics since inception in January 1987 when the first tile plant was conceived at Sikandrabad. For more than 20 years, he managed all operations meticulously. Under his dynamic leadership, the Company successfully carried out various expansions. His knowledge and techniques have contributed to production of international standards quality tiles. He has rich experience in the field of production, quality control, R&D, technology transfer, standardization, projects, training and organization development, etc. He was on the Board of the Company w.e.f. 14.05.1993 and resigned on 30.04.2010. He is again appointed on the Board w.e.f. 14.01.2015.
Terms and conditions of re-appointment	There is no change in the terms and conditions relating to appointment of Mr. Dev Datt Rishi as Director-Technical of the Company, as approved by the members at the AGM held on 7th September, 2015
Remuneration sought and last drawn	As mentioned in the Report on Corporate Governance
Shareholding in the Company as on 31st March, 2017	400 equity shares
Relationship with other Directors and Key Managerial Personnel of the Company	Not related with other Directors and Key Managerial Personnel of the Company
No. of Board Meetings attended during the year financial year 2016-17	6 (Six)
Directorships held in other Public Limited Companies including other Listed Companies	NIL
Chairmanship / Membership of the Committee of Board of Directors of the Company	NIL
Chairmanship / Membership of the Committee of the Board of Directors of other Public Limited Companies*	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**

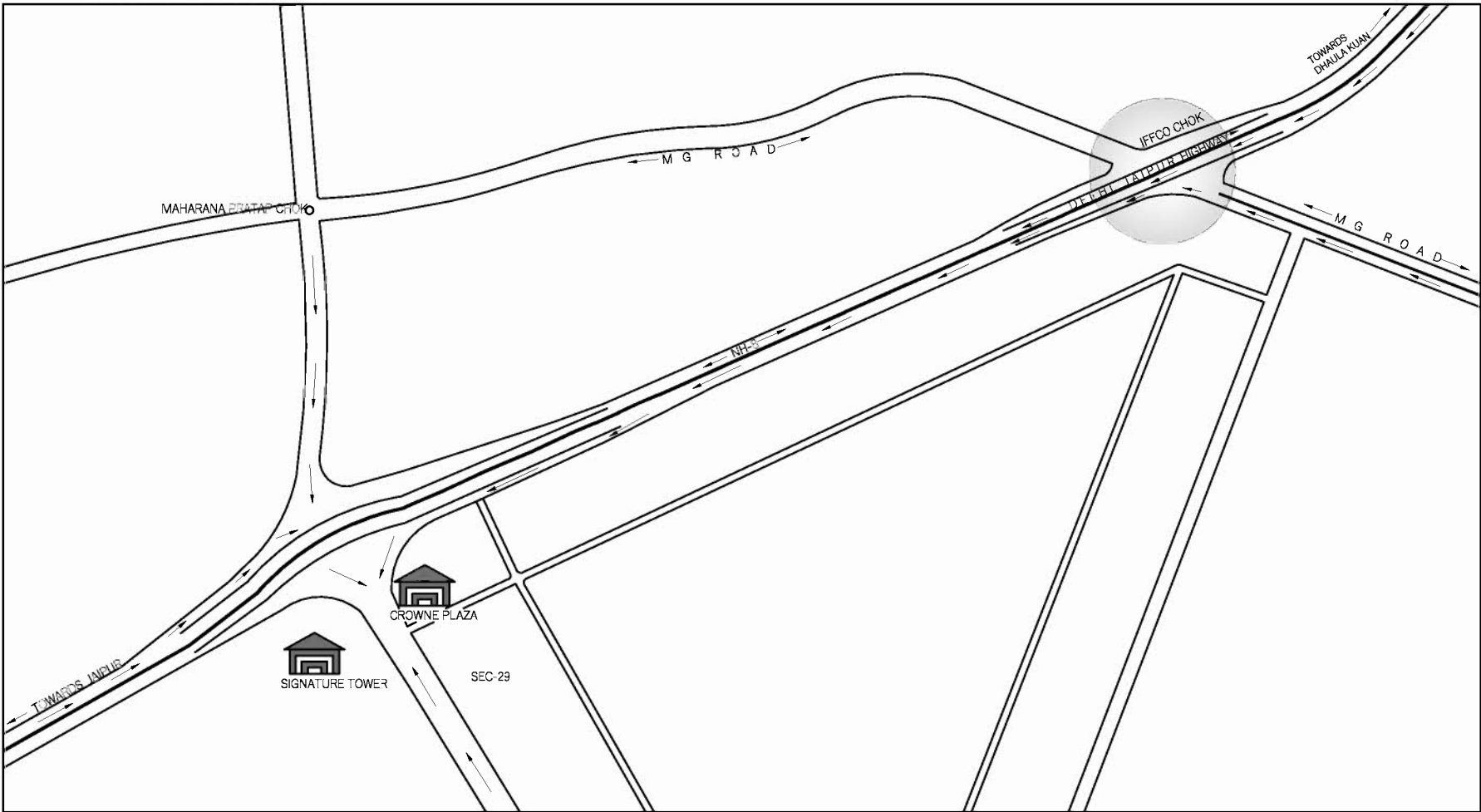
Regd. Office: SF-11, Second Floor, JMD Regent Plaza,
Mehrauli-Gurgaon Road, Village Sikanderpur Ghosi,
Gurgaon, Haryana-122001

Place: New Delhi

Dated: 15th May, 2017

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

ROUTE MAP TO AGM VENUE



KAJARIA CERAMICS LIMITED

CIN : L26924HR1985PLC056150

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

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E-Mail: investors@kajariaceramics.com **Website:** www.kajariaceramics.com

FORM NO. MGT-11 Proxy Form

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

Name of the member(s)	
Registered address	
E-mail ID	
Folio No/ Client ID*/ DP ID*	

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

1. Name	2. Name	3. Name
Address.....	Address.....	Address.....
E-mail ID	E-mail ID	E-mail ID
Signature....., or falling him	Signature....., or falling him	Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Thursday, 10th day of August, 2017 at 3:00 P.M. at Crowne Plaza Today, Sector 29, National Highway-8, Gurgaon Haryana-122001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution(s)	Vote (Optional, see Note 4) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1	To receive, consider and adopt Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31,2017 and Reports of the Board of Directors and Auditors thereon			
2	To declare a dividend of Rs. 3/- per equity share			
3	To re-appoint Mr. Dev Datt Rishi (DIN: 00312882), who retires by rotation			
4	To appoint M/s Walker Chandio & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration			
Special Business				
5	To amend and adopt new Articles of Association of the Company			

Signed this..... day of..... 2017

Signature of Proxy holder

Signature of member.....

Signature of Proxy holder

Signature of Proxy holder

Note:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. A member entitled to attend and vote is entitled to appoint proxy to attend and on poll, to vote instead of himself/herself. A proxy need not be a member of the Company.
3. If the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last shall be considered valid and if they are not dated or bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
4. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
5. Signature of member should be across a revenue Stamp of Re. 1.
6. *Applicable for members holding shares in dematerialized form.

Affix Revenue Stamp of Re. 1/-

KAJARIA CERAMICS LIMITED

CIN : L26924HR1985PLC056150

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

Phone: +91-124-4081281

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

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

E-Mail: investors@kajariaceramics.com **Website:** www.kajariaceramics.com

ATTENDANCE SLIP

31st ANNUAL GENERAL MEETING

--

I/We hereby record my/our presence at the 31st Annual General Meeting of the Company, being held on Thursday, 10th day of August, 2017 at 3:00 P.M. at Crowne Plaza Today, Sector 29, National Highway-8, Gurgaon, Haryana-122001

ELECTRONIC VOTING (E-VOTING) PARTICULARS

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

.....
Members Folio/DP ID-Client ID No.*
(to be filled by the member)

.....
Member's/Proxy's Name in Block Letters
(to be filled by the member)

.....
Member's/ Proxy's Signature
(to be filled by the member/proxy)

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

Commencement of e-voting	From 09:00 A.M. (IST) on Monday, 7 th August, 2017
Ending of e-voting	Upto 05:00 P.M. (IST) on Wednesday, 9 th August, 2017

Note:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING.
2. * For shares held in dematerialized form.
3. Electronic copy of the Annual Report for 2016-17 and the notice of Annual General Meeting along with the Attendance Slip, Proxy Form & Route Map to AGM venue are being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a physical copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical Copy of Annual Report for 2016-17 and Notice of the Annual General Meeting along with Attendance Slip, Proxy Form and Route Map is being sent through permitted mode to all members whose email is not registered.