

Scrutinizer's Report**Scrutinizer's Report on remote e-voting and voting through poll at the 31st Annual General Meeting**

The Chairman
31st Annual General Meeting of the Equity Shareholders of
Kajaria Ceramics Limited.

Date of Meeting: August 10, 2017

Day of Meeting: Thursday

Time of Meeting: At 03:00 P.M. (IST)

Venue of the Meeting: Crowne Plaza Today, Sector-29, National Highway-8,
Gurgaon-122001

Dear Sir,

I, Dr. S. Chandrasekaran, Senior Partner of M/s. Chandrasekaran Associates, Company Secretaries having its office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed as Scrutinizer of M/s. Kajaria Ceramics Limited ("Company") for remote e-voting and voting through ballot papers at the 31st Annual General Meeting ("AGM") in respect of the below mentioned resolutions considered at the Meeting of the Equity Shareholders of the Company as per Notice dated May 15, 2017.

The Notice dated May 15, 2017 convening the AGM was sent to the shareholders by July 17, 2017 in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on August 10, 2017.

The Company has availed the remote e-voting facility provided by National Securities Depository Limited ("NSDL") for conducting e-voting by the equity shareholders of the Company.

The remote e-voting period remained open from 09:00 a.m. (IST) on Monday, August 07, 2017 and ended at 05:00 p.m. (IST) on Wednesday, August 09, 2017.

The shareholders holding shares as on Thursday, August 03, 2017 ('Cut-off date') were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the Company.

Further, the Chairman announced the poll through ballot papers at the Meeting for the Shareholders who have the attended the meeting and have not cast their vote earlier through remote e-voting.



Signed by Scrutinizer

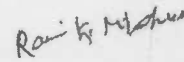
After the time fixed for voting through ballot papers at AGM venue, i.e. between 03:30 P.M. (IST) to 04:00 P.M (IST), ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

The votes were unblocked on Thursday, August 10, 2017 around 04:15 P.M. (IST) in the presence of two witnesses, Mr. Shashikant Tiwari R/o, C-242A, Pandav Nagar, Delhi-110092 and Mr. Ravi Kumar Mishra R/o D-39, Gali No.2 Laxmi Nagar, Delhi-110092 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Shashikant Tiwari



Mr. Ravi Kumar Mishra

The Register of Voting, i.e. vote cast through remote e-voting and through ballot papers at AGM marked as Annexure-A.

The votes cast through remote e-voting and ballot papers which were incomplete and/ or otherwise found defective have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made thereunder relating to remote e-voting and poll through ballot papers on the resolutions contained in the Notice of the AGM.

My responsibility as scrutinizer for the ballot papers and remote e-voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolutions.

Based on the data downloaded from official website of NSDL for the remote e-voting process and further based on the votes cast through ballot papers at the AGM, we now submit our consolidated report as under:

Signed by Scrutinizer



1. The result of the voting as per aforesaid Register is as under:

Resolution-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: (Ordinary Resolution)

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	238	109297347	109297347	237	109297335	100.00
Poll	59	1909	1909	59*	1893	99.16
Total	297	109299256	109299256	296	109299228	100.00

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	238	109297347	109297347	1	12	0.00
Poll	59	1909	1909	0	0	0.00
Total	297	109299256	109299256	1	12	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

*Note: 5 shareholders out of total 59 valid shareholders didn't exercise their votes for 16 shares through Polling Paper.



Signed by Scrutinizer

CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution-2: To declare a dividend of Rs. 3/- per equity share: (Ordinary Resolution)

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	242	109397382	109397382	241	109397357	100.00
Poll	59	1909	1909	59*	1893	99.16
Total	301	109399291	109399291	300	109399250	100.00

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	242	109397382	109397382	1	25	0.00
Poll	59	1909	1909	0	0	0.00
Total	301	109399291	109399291	1	25	0.00

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

*Note: 5 shareholders out of total 59 valid shareholders didn't exercise their votes for 16 shares through Polling Paper.

Signed by Scrutinizer



Resolution-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: (Ordinary resolution)

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	237	109397027	109397027	224	107736809	98.48
Poll	59	1909	1909	59*	1893	99.16
Total	296	109398936	109398936	283	107738702	98.48

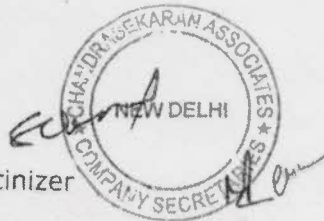
b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	237	109397027	109397027	13	1660218	1.52
Poll	59	1909	1909	0	0	0.00
Total	296	109398936	109398936	13	1660218	1.52

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

*Note: 5 shareholders out of total 59 valid shareholders didn't exercise their votes for 16 shares through Polling Paper.



Signed by Scrutinizer

Resolution-4: To appoint Statutory Auditors of the Company and to fix their remuneration: (Ordinary Resolution)

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	238	109397317	109397317	234	109382381	99.99
Poll	59	1909	1909	59*	1883	98.64
Total	297	109399226	109399226	293	109384264	99.99

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	238	109397317	109397317	4	14936	0.01
Poll	59	1909	1909	0	0	0.00
Total	297	109399226	109399226	4	14936	0.01

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

*Note: 6 shareholders out of total 59 valid shareholders didn't exercise their votes for 26 shares through Polling Paper.

Signed by Scrutinizer



**Resolution-5: To amend and adopt new Articles of Association of the Company:
(Special Resolution)**

a) Votes in favour of the resolution

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	238	109397297	109397297	226	108019612	98.74
Poll	59	1909	1909	59*	1893	99.16
Total	297	109399206	109399206	285	108021505	98.74

b) Votes against the resolution:

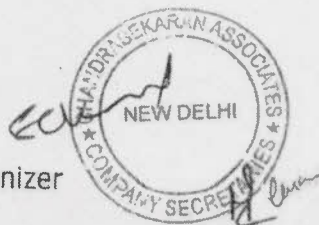
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	238	109397297	109397297	12	1377685	1.26
Poll	59	1909	1909	0	0	0.00
Total	297	109399206	109399206	12	1377685	1.26

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Poll	0	0
Total	0	0

*Note: 5 shareholders out of total 59 valid shareholders didn't exercise their votes for 16 shares through Polling Paper.

Signed by Scrutinizer



CHANDRASEKARAN ASSOCIATES

Continuation.....

2. The ballot papers and all other papers and relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.
3. The Chairman may accordingly declare the result of votes casted by voting process at the meeting.

Thanking you,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries



Dr. S. Chandrasekaran
Senior Partner
Membership No.: F1644
CP No.: 715

Place: NEW DELHI
Date: 11/08/2017

(Handwritten signature)