

**Declaration of Results of voting conducted by Postal Ballot**

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs regarding Postal Ballot, etc., approvals of the Members of the Company were sought by way of Special Resolution(s) for the businesses as set out in the Notice of Postal Ballot dated May 7, 2024, through Postal Ballot by way of e-voting. As per the Scrutinizer's Report dated June 21, 2024, the results of Postal Ballot are as under:

<b>PARTICULARS</b>	<b>VOTING DETAILS</b>		
<b>Items of Notice of Postal Ballot dated May 7, 2024</b>	Appointment of Mr. Rajender Mohan Malla (DIN: 00136657) as an Independent Director of the Company	Approval for continuation of Mr. Rajender Mohan Malla (DIN: 00136657) as an Independent Director of the Company	Approval for continuation of Mr. Dev Datt Rishi (DIN: 00312882) as the Non-executive Director of the Company
<b>Type of Resolution</b>	Special Resolution	Special Resolution	Special Resolution
<b>Total voting</b>	14,06,34,536	14,06,34,296	14,06,41,016
<b>Less: Invalid voting</b>	0	0	0
<b>Valid voting</b>	14,06,34,536	14,06,34,296	14,06,41,016
<b>Votes in favour of the Resolution</b>	13,98,53,587	14,06,27,105	13,80,28,596
<b>Votes against the Resolution</b>	7,80,949	7,191	26,12,420
<b>Percentage of Votes in favour of Resolution</b>	99.44%	99.99%	98.14%

I, therefore, declare the Special Resolution(s), set out in the above said Notice of Postal Ballot, as passed with the requisite majority.

For Kajaria Ceramics Limited



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



Place: New Delhi  
Date: June 21, 2024

**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.:** +91-0124-4081281  
**CIN No.:** L2692HR1985PLC056150, **Email:** info@kajariaceramics.com | **Web.:** www.kajariaceramics.com

SCRUTINIZERS' REPORT

To  
KAJARIA CERAMICS LIMITED  
SF-11, Second Floor, JMD Regent Plaza,  
Mehrauli Gurgaon Road,  
Village Sikanderpur, Ghosi,  
Gurgaon - 122001

**Sub:** Scrutinizers' Report on postal ballot by way of remote e-voting/Voting by electronic means ("e-voting") conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time in respect of passing of the resolutions contained in the Notice dated May 07, 2024.

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-1, New Delhi-110091, was appointed as Scrutinizer by the Board of Directors of Kajaria Ceramics Limited for scrutinizing the postal ballot by way of e-voting means in respect of passing of the resolutions contained in the Postal ballot Notice dated May 07, 2024 ("Notice") in a fair and transparent manner.

**I submit my report as under:**

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (iii) Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") relating to postal ballot by way of e-voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolutions contained in the Notice, based on the data downloaded from website of National Securities Depository Limited ("NSDL"), i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com), authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. Thursday, June 20, 2024, 5:00 P.M. (IST).

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11-F, Pocket Four | Mayur Vihar Phase One | Delhi - 110 091 | Tel. +91-11-2271 0514  
[info@cacsindia.com](mailto:info@cacsindia.com) | [www.cacsindia.com](http://www.cacsindia.com)

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3. The Members of the Company as on the "cut-off date" i.e. Friday, May 17, 2024 were entitled to vote on the proposed resolutions to be passed through postal ballot by way of e-voting means as set-out in the Notice of Postal Ballot and their shareholding as on cut-off date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The e-voting period remained open from Wednesday, May 22, 2024, at 9:00 A.M. (IST) and ended at 5:00 P.M. (IST) on Thursday, June 20, 2024 on the designated website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. On Tuesday, May 21, 2024 the Company had completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the record date i.e. May 17, 2024 received from Depositories i.e. National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL"), Registrars and Share Transfer Agent of the Company ("RTA") and whose e-mail id's were registered with the Depositories or with RTA. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.

However, the Company had also given an option in the Postal Ballot Notice, which was uploaded on the website of the Company ([www.kajariacceramics.com](http://www.kajariacceramics.com)), National Securities Depository Limited ("NSDL") ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Ltd. ([www.nseindia.com](http://www.nseindia.com)) to the members to register their e-mail id's with the Company and/ or their depository participants.

6. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company has not dispatched physical ballot, accordingly, voting done through e-voting means only was considered for this report.
7. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, Newspaper Advertisements with respect to Postal Ballot Notice were published by the Company in "Financial Express" (English) and "Jansatta" (Hindi) on May 22, 2024 informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail id's with the depositories or with RTA of the Company along with other related matters mentioned therein.
8. I had monitored the process of e-voting through the scrutinizer's secured link provided by NSDL through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked on Thursday, 20th June 2024 at 08:33 P.M. in the presence of two witnesses, Mr. Mohit Varshney R/o Siddarth Vihar, Ghaziabad-201009 and Ms. Saumya Singh R/o Mayur Vihar Extension, Delhi-110091 who are not in the employment of the Company.

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10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes cast by the members through e-voting were reconciled with the records maintained by the RTA of the Company and authorizations lodged with the Company.
12. This report is based on votes cast through e-voting, which was downloaded from the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
13. After ascertaining the votes cast by e-voting, I hereby submit the result as under:

**Item No. 1:**

**Appointment of Mr. Rajender Mohan Malla (DIN: 00136657) as an Independent Director of the Company:**

**(Type of Resolution: Special Resolution)**

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	740	14,09,51,514
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	2*	3,16,978*
	<b>No. of Valid Votes Cast</b>	<b>740*</b>	<b>14,06,34,536*</b>

\*1(One) member holding 3,16,978 equity shares voted twice. Firstly, these members partially exercised votes for 3,10,501 equity shares in favour and not exercised vote for 6,477 equity shares, Thereafter, these members' exercised votes for 6,477 equity shares by voting against the resolution. Accordingly, these members and their votes have been counted twice.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	697	13,98,53,587	99.44
Against	43	7,80,949	0.56
<b>Total</b>	<b>740</b>	<b>14,06,34,536</b>	<b>100</b>

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**Item No. 2:**

Approval for continuation of Mr. Rajender Mohan Malla (DIN: 00136657) as an Independent Director of the Company:

(Type of Resolution: Special Resolution)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	738	14,06,34,296
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	0	0
	<b>No. of Valid Votes Cast</b>	<b>738</b>	<b>14,06,34,296</b>

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	696	14,06,27,105	99.99
Against	42	7,191	0.01
<b>Total</b>	<b>738</b>	<b>14,06,34,296</b>	<b>100</b>

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**Item No. 3:**

**Approval for continuation of Mr. Dev Datt Rishi (DIN: 00312882) as the Non-Executive Director of the Company:**

**(Type of Resolution: Special Resolution)**

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	743	14,10,62,521
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised	8*	4,21,505*
	<b>No. of Valid Votes Cast</b>	<b>743*</b>	<b>14,06,41,016*</b>

\*4(Four) members holding 4,21,505 equity shares voted twice. Firstly, these members partially exercised votes for 3,95,335 equity shares in favour and not exercised vote for 26,170 equity shares, Thereafter, these members' exercised votes for 26,170 equity shares by voting against the resolution. Accordingly, these members and their votes have been counted twice.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	688	13,80,28,596	98.14
Against	55	26,12,420	1.86
<b>Total</b>	<b>743</b>	<b>14,06,41,016</b>	<b>100</b>

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Based on the aforesaid results, the special resolutions as mentioned above have been passed with requisite majority. Therefore, the Chairman or any other person authorized by him may accordingly declare the result of Postal Ballot process.

Thanking You,  
Yours faithfully,

For Chandrasekaran Associates  
Company Secretaries  
FRN: P1988DE002500  
Peer Review Certificate No.: 5715/2024

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Shashikant Tiwari

Partner

Membership No.: F11919

Certificate of Practice No.: 13050

UDIN: F011919F000600199

Date: June 21, 2024

Place: Delhi

Countersigned by:

For and on behalf of

**Kajaria Ceramics Limited**

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Chairman or person authorized by him