

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L26924HR1985PLC056150

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCK1613R

(ii) (a) Name of the company

KAJARIA CERAMICS LIMITED

(b) Registered office address

SF-11, SECOND FLOOR, JMD REGENT PLAZA MEHRAULI GURGAON ROA
D, VILLAGE SIKANDERP UR GHOSI NA
GURGAON
Gurgaon
Haryana
122001

(c) *e-mail ID of the company

investors@kajariaceramics.com

(d) *Telephone number with STD code

01244081281

(e) Website

WWW.KAJARIACERAMICS.COM

(iii) Date of Incorporation

20/12/1985

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LTD	1
2	NATIONAL STOCK EXCHANGE OF INDIA	1,024

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	KAJARIA VITRIFIED PRIVATE LIM +	U26933GJ2010PTC062933	Subsidiary	95
2	KAJARIA INFINITY PRIVATE LIM +	U26933GJ2010PTC063444	Subsidiary	84.59
3	KAJARIA BATHWARE PRIVATE I +	U26943DL2013PTC252495	Subsidiary	100
4	KAJARIA PLYWOOD PRIVATELI +	U36109DL2017PTC324260	Subsidiary	100
5	SOUTH ASIAN CERAMIC TILES I +	U26931TG2015PTC101548	Subsidiary	59.5
6	KAARIA INTERNATIONAL DMC +		Subsidiary	100
7	KAJARIA RAMESH TILES PRIVA +		Joint Venture	50

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	770,000,000	159,258,300	159,258,300	159,258,300
Total amount of equity shares (in Rupees)	77,000,000,000	159,258,300	159,258,300	0

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	770,000,000	159,258,300	159,258,300	159,258,300
Nominal value per share (in rupees)	100	1	1	
Total amount of equity shares (in rupees)	77,000,000,000	159,258,300	159,258,300	

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	878,303	158,354,247	159232550	159,232,550	159,232,550	
Increase during the year	0	206,540	206540	206,540	206,540	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	25,750	25750	25,750	25,750	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	180,790	180790	180,790	180,790	0
Request for Demat of shares						
Decrease during the year	180,790	0	180790	180,790	180,790	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	180,790	0	180790	180,790	180,790	
Request for Demat of shares						
At the end of the year	697,513	158,560,787	159258300	159,258,300	159,258,300	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE217B01036

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

41,030,150,409.74

(ii) Net worth of the Company

25,705,157,541.94

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	10,505,364	6.6	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others VK TRUSTEES PRIVATE LIMITED IN	65,119,867	40.89	0	
	Total	75,625,231	47.49	0	0

Total number of shareholders (promoters)

17

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	11,130,574	6.99	0	
	(ii) Non-resident Indian (NRI)	481,278	0.3	0	
	(iii) Foreign national (other than NRI)	348,092	0.22	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	1,710,583	1.07	0	
4.	Banks	1,880	0	0	
5.	Financial institutions	4,000	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	37,635,474	23.63	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	804,456	0.51	0	
10.	Others ALTERNATE INVESTMENT FUND	31,516,732	19.79	0	
	Total	83,633,069	52.51	0	0

Total number of shareholders (other than promoters)

80,065

**Total number of shareholders (Promoters+Public/
Other than promoters)**

80,082

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	16	17
Members (other than promoters)	68,209	80,065
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	0	3	0	2.63	0
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	5	3	5	2.63	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MR.ASHOK KUMAR K	00273877	Managing Director	1,047,004	
MR. CHETAN KAJARI	00273928	Managing Director	1,339,880	
MR. RISHI KAJARIA	00228455	Managing Director	1,805,716	
MR. DEV DATT RISHI	00312882	Director	1,240	
MR. HARADY RATHN	05158270	Director	0	01/04/2024
MR. LALIT KUMAR PA	03086982	Director	0	
MRS. SUSHMITA SINC	02284266	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MR. SUDHIR BHARGAVA	00247515	Director	0	
MR. RAM CHANDRA F	ABIPR6358K	Company Secretar	0	
MR. SANJEEV AGARV	ABQPA2001E	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	12/09/2023	69,853	93	47.56

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/05/2023	8	8	100
2	26/07/2023	8	8	100
3	28/08/2023	8	8	100
4	20/10/2023	8	8	100
5	28/12/2023	8	8	100
6	31/01/2024	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	16/05/2023	4	4	100
2	AUDIT COMM	26/07/2023	4	4	100
3	AUDIT COMM	28/08/2023	4	4	100
4	AUDIT COMM	20/10/2023	4	4	100
5	AUDIT COMM	28/12/2023	4	4	100
6	AUDIT COMM	31/01/2024	4	4	100
7	NOMINATON	16/05/2023	4	4	100
8	NOMINATON	26/07/2023	4	4	100
9	STAKEHOLDER	04/04/2023	3	2	66.67
10	STAKEHOLDER	06/07/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MR.ASHOK K	6	6	100	15	15	100	
2	MR. CHETAN	6	6	100	9	9	100	
3	MR. RISHI KA	6	6	100	5	5	100	
4	MR. DEV DAT	6	6	100	2	1	50	
5	MR. HARADY	6	6	100	8	8	100	
6	MR. LALIT KU	6	6	100	6	6	100	
7	MRS. SUSHM	6	6	100	6	5	83.33	
8	MR. SUDHIR	6	6	100	12	9	75	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
 Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. ASHOK KUMAR	CHAIRMAN & M	53,530,008	0	0	3,219,600	56,749,608
2	MR. CHETAN KAJARI	JOINT MANAGER	52,520,004	0	0	3,159,600	55,679,604
3	MR. RISHI KAJARI	JOINT MANAGER	52,520,004	0	0	3,159,600	55,679,604
	Total		158,570,016	0	0	9,538,800	168,108,816

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. RAM CHANDR	COMPANY SEC	21,016,272	0	0	39,600	21,055,872
2	MR. SANJEEV AGARWAL	CFO	21,299,855	0	0	39,600	21,339,455
	Total		42,316,127	0	0	79,200	42,395,327

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR DEV DATT RISHI	NON EXECUTIVE	480,000	0	0	0	480,000
2	MR. HARADY RATI	INDEPENDENT	960,000	0	0	0	960,000
3	MRS. SUSHMITA SINGH	INDEPENDENT	600,000	0	0	0	600,000
4	MR. LALIT KUMAR	INDEPENDENT	900,000	0	0	0	900,000
5	MR. SUDHIR BHARGAVA	INDEPENDENT	990,000	0	0	0	990,000
	Total		3,930,000	0	0	0	3,930,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SHASHIKANT TIWARI

Whether associate or fellow

Associate Fellow

Certificate of practice number

13050

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 41 dated 14/06/2021

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

List of attachments

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company