

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 32nd Annual General Meeting of the members of Kajaria Ceramics Limited (the 'Company') will be held on Monday, August 27, 2018 at 3:00 P.M. at Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon, Haryana-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 March 31, 2018 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, 2018, 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, 2018, the statement of profit and loss, the cash flow statement for the financial year ended March 31, 2018, 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 2017-18 be and is hereby approved and declared.”

3. 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:

“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. Chetan Kajaria (DIN: 00273928), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.”

4. 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:

“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. Rishi Kajaria (DIN: 00228455), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.”

5. To ratify appointment of the Statutory Auditors and to fix their remuneration:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory amendment(s) / re-enactment(s) thereto, for the time being in force) and pursuant to the resolution passed by the members of the Company in the Annual General Meeting ('AGM') held on August 10, 2017 for appointing M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration Number 001076N/N500013) as the Statutory Auditors of the Company, for a term of five consecutive years, to hold the office from the conclusion of the 31st AGM until the conclusion of the 36th AGM, subject to annual ratification by the members of the Company at every Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the Company, the members of the Company hereby ratify the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration Number 001076N/N500013) as the Statutory Auditors of the Company to hold office from the conclusion of the 32nd AGM of the Company until the conclusion of the 33rd AGM, on such remuneration as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the annual ratification of appointment of the Statutory Auditors at every AGM, for their remaining term shall be done, if so required under the Act.”

Special Business:

6. To re-appoint Mr. Chetan Kajaria (DIN: 00273928), as Joint Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 188, 190, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 ('the Act') and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Nomination and Remuneration Policy of the Company, the Articles of Association of the Company, on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company and subject to approvals, consents, permissions and sanctions of the concerned authorities, if any, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Chetan Kajaria (DIN: 00273928) as the Joint Managing Director of the Company for the period of 3 years w.e.f. April 1, 2018 to March 31, 2021, being liable to retire by rotation, on such term(s) and condition(s) (including remuneration) as set out in the Contract of Service dated January 31, 2018 entered into by the Company with him and details of which are specified in the explanatory statement which forms part of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and are hereby authorized to vary, alter, enhance or widen (collectively referred to as 'Variation') the scope of remuneration payable to the Joint Managing Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such Variation shall not exceed any amount permitted to be paid to the Joint Managing Director under applicable law.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the Joint Managing Director shall be paid the remuneration (including any revision thereof) as specified in the explanatory statement of this notice and the Contract of Service dated January 31, 2018, subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the concerned authority(ies), if required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution(s), the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion think necessary and desirable.”

7. To re-appoint Mr. Rishi Kajaria (DIN: 00228455), as Joint Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 188, 190, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 ('the Act') and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Nomination and Remuneration Policy of the Company, the Articles of Association of the Company, on the recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company and subject to approvals, consents, permissions and sanctions of the concerned authorities, if any, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Rishi Kajaria (DIN: 00228455) as the Joint Managing Director of the Company for the period of 3 years w.e.f. April 1, 2018 to March 31, 2021, being liable to retire by rotation, on such term(s) and condition(s) (including remuneration) as set out in the Contract of Service dated January 31, 2018 entered into by the Company with him and details of which are specified in the explanatory statement which forms part of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and are hereby authorized to vary, alter, enhance or widen (collectively referred to as 'Variation') the scope of remuneration payable to the Joint Managing Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such Variation shall not exceed any amount permitted to be paid to the Joint Managing Director under applicable law.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the Joint Managing Director shall be paid the remuneration (including any revision thereof) as specified in the explanatory statement of this notice and the Contract of Service dated January 31, 2018, subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the concerned authority(ies), if required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution(s), the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion think necessary and desirable.”

8. To re-appoint Mr. H. Rathnakar Hegde (DIN: 05158270) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, and the Nomination and Remuneration Policy of the Company, Mr. H. Rathnakar Hegde (DIN:05158270), whose term of office shall expire on March 31, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for the term of five consecutive years w.e.f April 1, 2019 upto March 31, 2024, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to the above 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: May 8, 2018

**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 32nd Annual General Meeting (the ‘AGM’ or ‘Meeting’), is annexed and forms part of this Notice.
2. Brief resume and other particulars of Mr. Chetan Kajaria, Mr. Rishi Kajaria and Mr. H. Rathnakar Hegde, 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, SHOULD 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 MEMBER. 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. Proxy form(s) must be duly completed, signed and stamped. 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 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. / DP ID-Client ID along with their shareholding to enable us to provide the 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 i.e; MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, 1st Floor, 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 PAN, 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, PAN, Bank details, Bank mandate, ECS mandate, etc. Members holding shares in physical form are also requested to dematerialize your shareholding as the equity shares of the Company are under compulsory demat trading.

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 on all working days and upto & including the date of AGM and copies thereof shall also be made available for inspection 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 Tuesday, August 21, 2018 to Monday, August 27, 2018 (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 Members 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 Monday, August 20, 2018, in the lists of Beneficial Owners furnished by the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') 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 Monday, August 20, 2018.
15. Members, who have not encashed their dividend for the financial year 2011-12 and/or the dividend for any subsequent financial years so far, are requested to make their claim to the Company or 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 2011-12 have been transferred to the Investor Education and Protection Fund ('IEPF') as per the provision of Sections 124 & 125 of the Act. Members may please note that no claim shall lie against the Company in respect of dividend which remains unclaimed/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

16. In accordance with the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, including modifications and re-enactments thereof from time to time (the 'Rules'), shares in respect of which dividend has not been claimed by the Members for 7 consecutive years or more are required to be transferred to IEPF Authority, within 30 days of expiry of the said period of 7 years.

In compliance of the Rules, during the year 2017-18, the Company had transferred 3,63,732 equity shares of Re. 1/- each fully paid up, in respect of which dividend had not been claimed by the Members for 7 consecutive years (i.e. Financial Year 2009-10 to 2015-16), to IEPF Authority.

Further, in compliance of the Rules, the Company has communicated individually to the concerned Members and through newspaper advertisement on March 22, 2018, in respect to transfer of shares against which the dividend has not been paid/claimed by such Member for 7 consecutive years (F.Y. 2010-11 to 2016-17). The Company has uploaded the details of such Members and shares due to be transferred to IEPF Authority on its Website i.e. www.kajariaceramics.com. The Members may kindly note that both the unclaimed dividend and corresponding shares transferred to IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from IEPF Authority after following the procedure prescribed by the Rules.

The Members are requested to claim their unclaimed/unpaid dividend well within the permissible time period.

17. The 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. Further, the SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN card to the Company or to its RTA for registration of transfer of shares.
18. (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 ended March 31, 2018 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.
19. Certificate from the Statutory Auditors of the Company that the Kajaria Ceramics Employee Stock Option Plan 2015 has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 shall be placed at the AGM.
20. The Notice of AGM (alongwith Proxy Form, Attendance Slip and Route Map to the AGM Venue) and the Annual Report for the year ended March 31, 2018 are available at the Company's website www.kajariaceramics.com. The Notice of the AGM is also available on www.evoting.nsdl.com
21. 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.
22. 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 Co-operative Industrial Estate, Mathura Road, New Delhi-110044, ten (10) days before the AGM enabling the Company to keep the information ready.
23. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendment thereto, 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 (the '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.

24. The remote e-voting period commences at 9:00 a.m. (IST) on Friday, August 24, 2018 and ends at 5:00 p.m. (IST) on Sunday, August 26, 2018. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of Monday, August 20, 2018 ('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.
25. The instructions for e-voting are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are as under:

Step - 1 - Process to login to NSDL e-voting website:

- (i) Please visit at the e-voting website of NSDL, either on a personal computer or on a mobile and open the web browser by typing the URL: <https://www.evoting.nsd.com/>.
- (ii) Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- (iii) A new screen will open. Please enter User ID, password and Verification code as shown on the screen.

Alternatively, If you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to cast your vote electronically.

- (iv) User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL	8 character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12*****, then User ID is IN300***12*****
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** , then User ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456, the User ID is 101456001***

- (v) Password details are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which is communicated to you at your registered E-mail ID as specified in the demat account consisting of 'pdf file'.

The password for opening the 'pdf file' is your 8 digit Client ID for NSDL account and the last 8 digit Client ID for CDSL account, if you are holding shares in demat form and if you are holding shares in physical form, then your folio number is your password. The 'pdf file' contains your 'User ID' and your 'Initial password'.

If your email Id is not registered with the Company, your initial password will be communicated to you on your postal address.

Once you enter the 'initial password', the system will force you to change your password.
- (vi) If the you are unable to retrieve the password or have not received the 'initial password' or have forgotten your password:
 - Click on '**Forget User Details/Password?**', option available at www.evoting.nsd.com (if your demat account is with NSDL/CDSL)

- Click on '**Physical User Reset password?**', option available at www.evoting.nsdl.com (if you are holding shares in physical form)
- If you are still unable to retrieve your password through above said options, you can send a request at evoting@nsdl.co.in, mentioning your demat account number/folio number, your PAN, your name and your registered address.

(vii) After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

(viii) Now, click on 'Login' and the Home page of e-voting will open.

Step - 2 – Process to cast vote electronically on NSDL e-voting system:

(i) After successful login at Step -1, you will be able to see the Home Page of e-voting. Click on e-voting. Then click on Active Voting Cycles.

Now, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.

(ii) Select 'EVEN' (Electronic Voting Even Number) of Kajaria Ceramics Limited.

(iii) Now you are ready for e-voting as the voting page opens.

(iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

(v) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(vi) You can also take printout of the votes cast by you by clicking on the print option on confirmation page.

(vii) Once you confirm your vote on the resolution, you will be not allowed to modify your vote.

General Guidelines for e-voting:

(i) 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 at rupesh@cacsindia.com or investors@kajariaceramics.com or admin@mcsregistrars.com with a copy marked to evoting@nsdl.co.in

(ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

26. 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 members of the Company as on Cut-off date i.e. Monday, August 20, 2018.

27. 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 or 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.

28. 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 on the cut-off date i.e. Monday, August 20, 2018, 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 or admin@mcsregistrars.com

In case of any queries connected with voting by electronic means, you may refer the Frequently Asked Questions (FAQs) for Shareholders and the remote e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, Trade World, A Wing, Fourth and Fifth Floor, Kamla Mills Compound, Lower Parel, Mumbai- 400013 through email at evoting@nsdl.co.in or on Toll Free No.1800-222-990.

29. The members 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 cast 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.

30. 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.

31. 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.
32. 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.
33. The Scrutinizer shall immediately after the conclusion of voting at the 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.
34. 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 person authorised by him 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.
35. 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 32nd AGM scheduled to be held on Monday, August 27, 2018.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO: 6

Mr. Chetan Kajaria was appointed as the Joint Managing Director of the Company for a period of 3 years effective from April 1, 2015 to March 31, 2018.

Keeping in view the excellent performance of the Company under his dynamic leadership, the Board of Directors of the Company ('the Board'), on recommendations of the Nomination & Remuneration Committee and the Audit Committee and pursuant to the Nomination and Remuneration Policy of the Company, has re-appointed Mr. Chetan Kajaria as the Joint Managing Director of the Company for a further period of 3 years w.e.f. April 1, 2018 to March 31, 2021, He will be liable to retire by rotation. The said re-appointment is subject to provisions of the Companies Act, 2013 and rules made thereunder and approval of Members of the Company.

The terms and conditions of the said re-appointment of Mr. Chetan Kajaria as the Joint Managing Director of the Company w.e.f. April 1, 2018 to March 31, 2021 for a period of 3 years are as follows:

Mr. Chetan Kajaria, in the capacity of the Joint Managing Director of the Company, will be entitled to the following revised remuneration w.e.f. April 1, 2018:

1) Salary

Rs. 19,50,000 – Rs. 3,25,000 – Rs. 26,00,000 per month.

2 Commission

1% of net profit before tax of the Company as calculated under the provisions of Sections 197 & 198 of the Companies Act, 2013.

In addition to the salary and commission, the Joint Managing Director shall be entitled to the following perquisites:

3) Perquisites:

Perquisites are classified into three categories 'A' 'B' & 'C' as follows:

CATEGORY 'A'

Housing

Residential accommodation (furnished or otherwise) or house rent allowance at the rate of 60% of the Salary.

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Act and rules made thereunder. This, however, will be subject to a ceiling of 10% of the Salary.

Medical Allowance / Reimbursement of Medical Expenses

Not exceeding one month's Salary per year.

Insurance

As per the policy of the Company for Directors and other senior employees, the Company may take an Employer-Employee Policy on his life. The policy may be assigned in his name in future. In such an event of assignment of the policy the same shall be treated as perquisite in his hands.

CATEGORY 'B'

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act.
- ii. Gratuity payable at a rate not exceeding half a month's Salary for each completed year of service.

CATEGORY 'C'

Provision of Car with Driver and Telephone at the Residence will not be considered as perquisites.

Other Terms and Conditions:

1. The Joint Managing Director will not be entitled to sitting fee for attending the meetings of the Board of Directors (the 'Board') or its Committee.
2. If during the currency of tenure of the Joint Managing Director, the Company has no profits or profits are inadequate, in any financial year, the Joint Managing Director shall be entitled to remuneration by way of Salary and perquisites as per the provisions of the Companies Act, 2013.
3. The Joint Managing Director holds office as such, subject to the provisions of the Section 167 of the Companies Act, 2013.
4. That the Joint Managing Director shall be liable to retire by rotation.
5. That the Joint Managing Director shall not become interested or otherwise concerned directly or through his relatives as defined under the Companies Act, 2013 in any selling/buying agency of the Company without the prior approval of the Board so long as he functions in such capacity.
6. That the Joint Managing Director shall not, during the continuance of his employment or any time thereafter, divulge or disclose to any person, firm, company, body corporate or concern whatsoever or make any use for his own or for whatsoever purpose of any confidential information, or knowledge obtained by him during his employment of the business or affairs of the Company or of any trade secrets or secret processes of the Company and the Joint Managing Director shall, during the continuance of his employment hereunder, also use his best endeavour to prevent any other person, firm, company, body corporate or concern from doing so.
7. That the Joint Managing Director shall, throughout the said term, devote his full attention and abilities to the business of the Company and shall comply with the directions issued from time to time and in all respects conform to the regulations made by the Board and shall diligently promote the interest of the Company.
8. In the event of the Joint Managing Director being found guilty of misconduct or negligence in the discharge of his duties or in the conduct of the Company's business or of any other act or omission inconsistent with his duties as the Joint Managing Director or any breach of the Contract of Service dated January 31, 2018, which in the opinion of the Board requires termination from the office of the Joint Managing Director, the Company shall be entitled to terminate the said Contract of Service without any notice and compensation.
9. That the Joint Managing Director shall have powers as delegated by the Board, from time to time, for the management and control of the Company.
10. That the Joint Managing Director acting as an officer of the Company as defined under the Companies Act, 2013 shall have powers to act, do such things on behalf of the Company in respect of the affairs and business of the Company and as are not forbidden by the provisions of the Companies Act, 2013 or any other statute for the time being to be done by the Joint Managing Director or required to be done by the Company in general meeting or by the Directors.
11. That the Joint Managing Director shall have power on behalf of the Company to institute, conduct and defend suits, prefer appeals and sign all plaints, written statement, engage solicitors, employ and discharge the officers, staff, workers and other person for the business of the Company and to pay their remuneration.
12. Unless otherwise contained in Point No. 8 above, the Company can at its discretion terminate the Contract of Service dated January 31, 2018 by giving three months' notice of such termination or on payment of three months' Salary and no compensation will be payable to the Joint Managing Director for the unexpired portion of the above referred Contract of Service.
13. That the Joint Managing Director can also terminate the above referred Contract of Service by giving three months' notice in writing to the Company at the Corporate Office. In that event he undertake to peacefully handover the charge including all necessary documents, files and papers to such person or persons as may be informed by the Managing Director in writing.

14. The Board may revise the terms and conditions from time to time, subject to applicable compliances under the Companies Act, 2013.
15. This appointment is subject to the approval of the members of the Company. In case the appointment is not approved by the members, he will immediately vacate the office.
16. For all other terms and conditions not specifically spelt out above, the policy, rules and orders of the Company shall apply.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in **Annexure-A** of the Notice.

The Contract of Service dated January 31, 2018 setting out the terms and conditions of re-appointment of Mr. Chetan Kajaria including remuneration are available for inspection by the Members at the Registered Office and Corporate Office of the Company, during the working hours on all working days and upto & including the date of the AGM.

Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. Chetan Kajaria as the Joint Managing Director, for the approval by the Members of the Company.

Except Mr. Ashok Kajaria, Mr. Chetan Kajaria, Mr. Rishi Kajaria and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO: 7

Mr. Rishi Kajaria was appointed as the Joint Managing Director of the Company for a period of 3 years effective from April 1, 2015 to March 31, 2018.

Keeping in view the excellent performance of the Company under his dynamic leadership, the Board of Directors of the Company ('the Board'), on recommendations of the Nomination & Remuneration Committee and the Audit Committee and pursuant to the Nomination and Remuneration Policy of the Company, has re-appointed Mr. Rishi Kajaria as the Joint Managing Director of the Company for a further period of 3 years w.e.f. April 1, 2018 to March 31, 2021, He will be liable to retire by rotation. The said re-appointment is subject to provisions of the Companies Act, 2013 and rules made thereunder and approval of Members of the Company.

The terms and conditions of the said re-appointment of Mr. Rishi Kajaria as the Joint Managing Director of the Company w.e.f. April 1, 2018 to March 31, 2021 for a period of 3 years are as follows:

Mr. Rishi Kajaria, in the capacity of the Joint Managing Director of the Company, will be entitled to the following revised remuneration w.e.f. April 1, 2018:

1) Salary

Rs. 19,50,000 – Rs. 3,25,000 – Rs. 26,00,000 per month.

2) Commission

1% of net profit before tax of the Company as calculated under the provisions of Sections 197 & 198 of the Companies Act, 2013.

In addition to the salary and commission, the Joint Managing Director shall be entitled to the following perquisites:

3) Perquisites:

Perquisites are classified into three categories 'A' 'B' & 'C' as follows:

CATEGORY 'A'

Housing

Residential accommodation (furnished or otherwise) or house rent allowance at the rate of 60% of the Salary.

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Act and rules made thereunder. This, however, will be subject to a ceiling of 10% of the Salary.

Medical Allowance / Reimbursement of Medical Expenses

Not exceeding one month's Salary per year.

Insurance

As per the policy of the Company for Directors and other senior employees, the Company may take an Employer-Employee Policy on his life. The policy may be assigned in his name in future. In such an event of assignment of the policy the same shall be treated as perquisite in his hands.

CATEGORY 'B'

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act.
- ii. Gratuity payable at a rate not exceeding half a month's Salary for each completed year of service.

CATEGORY 'C'

Provision of Car with Driver and Telephone at the Residence will not be considered as perquisites.

Other Terms and Conditions:

1. The Joint Managing Director will not be entitled to sitting fee for attending the meetings of the Board of Directors (the 'Board') or its Committee.
2. If during the currency of tenure of the Joint Managing Director, the Company has no profits or profits are inadequate, in any financial year, the Joint Managing Director shall be entitled to remuneration by way of Salary and perquisites as per the provisions of the Companies Act, 2013.
3. The Joint Managing Director holds office as such, subject to the provisions of the Section 167 of the Companies Act, 2013.
4. That the Joint Managing Director shall be liable to retire by rotation.
5. That the Joint Managing Director shall not become interested or otherwise concerned directly or through his relatives as defined under the Companies Act, 2013 in any selling/buying agency of the Company without the prior approval of the Board so long as he functions in such capacity.
6. That the Joint Managing Director shall not, during the continuance of his employment or any time thereafter, divulge or disclose to any person, firm, company, body corporate or concern whatsoever or make any use for his own or for whatsoever purpose of any confidential information, or knowledge obtained by him during his employment of the business or affairs of the Company or of any trade secrets or secret processes of the Company and the Joint Managing Director shall, during the continuance of his employment hereunder, also use his best endeavour to prevent any other person, firm, company, body corporate or concern from doing so.
7. That the Joint Managing Director shall, throughout the said term, devote his full attention and abilities to the business of the Company and shall comply with the directions issued from time to time and in all respects conform to the regulations made by the Board and shall diligently promote the interest of the Company.
8. In the event of the Joint Managing Director being found guilty of misconduct or negligence in the discharge of his duties or in the conduct of the Company's business or of any other act or omission inconsistent with his duties as the Joint Managing Director or any breach of the Contract of Service dated January 31, 2018, which in the opinion of the Board requires termination from the office of the Joint Managing Director, the Company shall be entitled to terminate the said Contract of Service without any notice and compensation.
9. That the Joint Managing Director shall have powers as delegated by the Board, from time to time, for the management and control of the Company.
10. That the Joint Managing Director acting as an officer of the Company as defined under the Companies Act, 2013 shall have powers to act, do such things on behalf of the Company in respect of the affairs and business of the Company and as are not forbidden by the provisions of the Companies Act, 2013 or any other statute for the time being to be done by the Joint Managing Director or required to be done by the Company in general meeting or by the Directors.
11. That the Joint Managing Director shall have power on behalf of the Company to institute, conduct and defend suits, prefer appeals and sign all plaints, written statement, engage solicitors, employ and discharge the officers, staff, workers and other person for the business of the Company and to pay their remuneration.
12. Unless otherwise contained in Point No. 8 above, the Company can at its discretion terminate the Contract of Service dated January 31, 2018 by giving three months' notice of such termination or on payment of three months' Salary and no compensation will be payable to the Joint Managing Director for the unexpired portion of the above referred Contract of Service.
13. That the Joint Managing Director can also terminate the above referred Contract of Service by giving three months' notice in writing to the Company at the Corporate Office. In that event he undertake to peacefully handover the charge including all necessary documents, files and papers to such person or persons as may be informed by the Managing Director in writing.
14. The Board may revise the terms and conditions from time to time, subject to applicable compliances under the Companies Act, 2013.

15. This appointment is subject to the approval of the members of the Company. In case the appointment is not approved by the members, he will immediately vacate the office.
16. For all other terms and conditions not specifically spelt out above, the policy, rules and orders of the Company shall apply.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in **Annexure-A** of the Notice.

The Contract of Service dated January 31, 2018 setting out the terms and conditions of re-appointment of Mr. Rishi Kajaria including remuneration are available for inspection by the Members at the Registered Office and Corporate Office of the Company, during the working hours on all working days and upto & including the date of the AGM.

Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. Rishi Kajaria as the Joint Managing Director, for the approval by the Members of the Company.

Except Mr. Ashok Kajaria, Mr. Chetan Kajaria, Mr. Rishi Kajaria and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

ITEM NO. 8

Mr. H. Rathnakar Hegde is an Independent Director and joined the Board w.e.f. January 17, 2012. Under the Companies Act, 2013 ('the Act'), he has been appointed as the Independent Director of the Company w.e.f. April 1, 2014 and his current term will expire on March 31, 2019.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company.

The Board considers that continued association of Mr. Hegde would be of immense benefit to the Company and it is desirable to continue to avail his services as the Independent Director of the Company. The Board has also carried out the evaluation of his performance through structured evaluation process and in line with the criteria specified in the Nomination and Remuneration Policy of the Company and the Board expressed their satisfaction with his performance and contribution made to the Company in the capacity of the Independent Director of the Company. In the opinion of the Board of Directors, Mr. Hegde fulfils the conditions specified in the Act and the rules made thereunder read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') for his re-appointment as Independent Director of the Company and he is independent of the management of the Company.

Keeping in view of his rich experience and contributions throughout his tenure and on the recommendation of the Nomination & Remuneration Committee, it is proposed to re-appoint Mr. H. Rathnakar Hegde as Independent Director of the Company for the second term of five consecutive years w.e.f. April 1, 2019 to March 31, 2024.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Hegde for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the Company has also received a declaration from Mr. Hegde that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and his consent to act as a Director.

The terms and conditions of re-appointment of Mr. Hegde shall be open for inspection by the members at the Registered Office and the Corporate Office of the Company, during the working hours on all working days and upto & including the date of AGM. The said terms and conditions are also available at the Company's website www.kajariaceramics.com. The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in **Annexure-A** of the Notice.

Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. H. Rathnakar Hegde as an Independent Director, for the approval by the Members of the Company.

Mr. H. Rathnakar Hegde, the proposed appointee, may be deemed to be concerned or interested in this resolution for his re-appointment. None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Information pursuant to the provisions of the SEBI (Listing Obligations 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 Directors proposed to be appointed/re-appointed:

Name of Directors	Mr. Chetan Kajaria (DIN: 00273928)	Mr. Rishi Kajaria (DIN: 00228455)	Mr. H. Rathnakar Hegde (DIN: 05158270)
Date of Birth	24.12.1974	14.10.1978	06.11.1950
Age as on March 31, 2018	43 Years	40 Years	68 Years
Date of first appointment	15.01.2000	26.07.2003	17.01.2012
Qualification	B.Engg. (Petrochem) from Pune University and MBA from Boston College (USA).	B.Sc. in Business Administration from Boston University (USA).	B.Sc.
Experience	<p>He started his journey at Kajaria Ceramics Limited in the year 2000 and has been instrumental in giving a new dimension to the Company by opening international standard tile showrooms across the country which has today become an industry trend.</p> <p>Mr. Kajaria is spearheading the ceramic tile vertical. He is responsible for the first ever acquisition in the Company's history- acquiring a ceramic tile plant in Gujarat for feeding the Western and Southern markets in February 2011.</p> <p>He spread the concept of value added tiles in the ceramic tile vertical using digital technology from Spain by displaying at dealers' showroom across the country. He had also led the acquisition of a ceramic tile plant in Vijayawada, Andhra Pradesh in April 2012, marking the Company's entry into the growing markets of South India. He has played a key role in making Kajaria Ceramics Limited a leading manufacturer of ceramic wall & floor tiles in India.</p>	<p>Mr. Rishi Kajaria joined Kajaria Ceramics in the year 2003 and spearheads the vitrified tile vertical. Initially, he opted for trading vitrified tiles rather than joining the race of setting up capacities. After importing for 5 years, he decided to manufacture them. The first production unit for vitrified tile was started in Sikandrabad in 2010. Subsequently, Kajaria Ceramics commissioned a huge expansion of vitrified tiles at Gailpur in 2011. The next capacity addition came through joint ventures in Morbi, Gujarat. With this strategy, he added capacity without any gestation period and acquired reach.</p> <p>Today the total production capacity of vitrified tiles is 38.90 MSM per annum.</p> <p>Mr. Rishi Kajaria identified the opportunity in the Bathware segment and started Kajaria Bathware. He is also responsible for spearheading the lateral shift of the Company into Sanitaryware and faucets in keeping with the overall growth master plan.</p>	<p>He has served the banking industry for four decades. His most recent position was as the Executive Director of the Oriental Bank of Commerce ('OBC'), a premier public sector bank in India. Mr. Hegde assumed his responsibilities at OBC on May 16, 2008. Prior to this, Mr. Hegde held the position of General Manager (Credit, Human Resource, Treasury, and Marketing) at Vijaya Bank that was the culmination of 38 years of exemplary service in various capacities.</p>
Terms and conditions of appointment/re-appointment	As per the terms of the Contract of Service which are specified in the explanatory statement of the Notice.	As per the terms of the Contract of Service which are specified in the explanatory statement of the Notice.	As mentioned in explanatory statement of the Notice.
Remuneration sought and last drawn	<p><u>Remuneration sought as Joint Managing Director:</u></p> <p>As per the terms and conditions specified in the explanatory statement of the Notice.</p> <p><u>Remuneration last drawn as Joint Managing Director:</u></p> <p>As specified in the Corporate Governance Report</p>	<p><u>Remuneration sought as Joint Managing Director:</u></p> <p>As per the terms and conditions specified in the explanatory statement of the Notice.</p> <p><u>Remuneration last drawn as Joint Managing Director:</u></p> <p>As specified in the Corporate Governance Report</p>	<p><u>Remuneration sought:</u></p> <p>No remuneration will be payable except sitting fees for attending Board and its Committees meetings.</p> <p><u>Remuneration last drawn as Independent Director:</u></p> <p>As specified in the Corporate Governance Report</p>
Shareholding in the Company as on March 31, 2018	1339880 Equity Shares	1805716 Equity Shares	Nil

Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Ashok Kajaria, Chairman & Managing Director is the father of Mr. Chetan Kajaria and Mr. Rishi Kajaria. Mr. Rishi Kajaria is the brother of Mr. Chetan Kajaria. Other than above, Mr. Chetan Kajaria is not related to other Directors and Key Managerial Personnel of the Company.	Mr. Ashok Kajaria, Chairman & Managing Director is the father of Mr. Rishi Kajaria and Mr. Chetan Kajaria. Mr. Chetan Kajaria is the brother of Rishi Kajaria. Other than above, Mr. Rishi Kajaria is not related to other Directors and Key Managerial Personnel of the Company.	Not related to other Directors and Key Managerial Personnel of the Company.
Nos. of Board Meetings attended during the year 2017-18	6	7	4
Directorships held in other Public Limited Companies including other Listed Companies	Nil	Nil	1. Sical Logistics Limited 2. Sical Iron Ore Terminal Limited 3. Sical Iron-Ore Terminal (Mangalore) Limited 4. Sical Multimodal and Rail Transport Limited 5. Noresea Offshore India Limited 6. Sical Infra Assets Limited 7. Sical Saumya Mining Limited
Chairmanships/Memberships of the Committee of Board of Directors of the Company*	He is a member in Stakeholders Relationship Committee of the Company	Nil	He is a member in Audit Committee of the Company
Chairmanships/Memberships of the Committee of Board of Directors of other Public Limited Companies*	Nil	Nil	<u>Chairman of Audit Committee:</u> 1. Sical Logistics Limited 2. Sical Iron-ore Terminal Limited 3. Sical Infra Assets Limited 4. Sical Mutimodal & Rail Transport Limited <u>Chairman of Stakeholder Relationship Committee:</u> 1. Sical Logistics Limited <u>Member of Audit Committee:</u> 1. Sical Iron-ore Terminal (Mangalore) Limited 2. Sical Saumya Mining Limited 3. Noresea Offshore India Limited.

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.

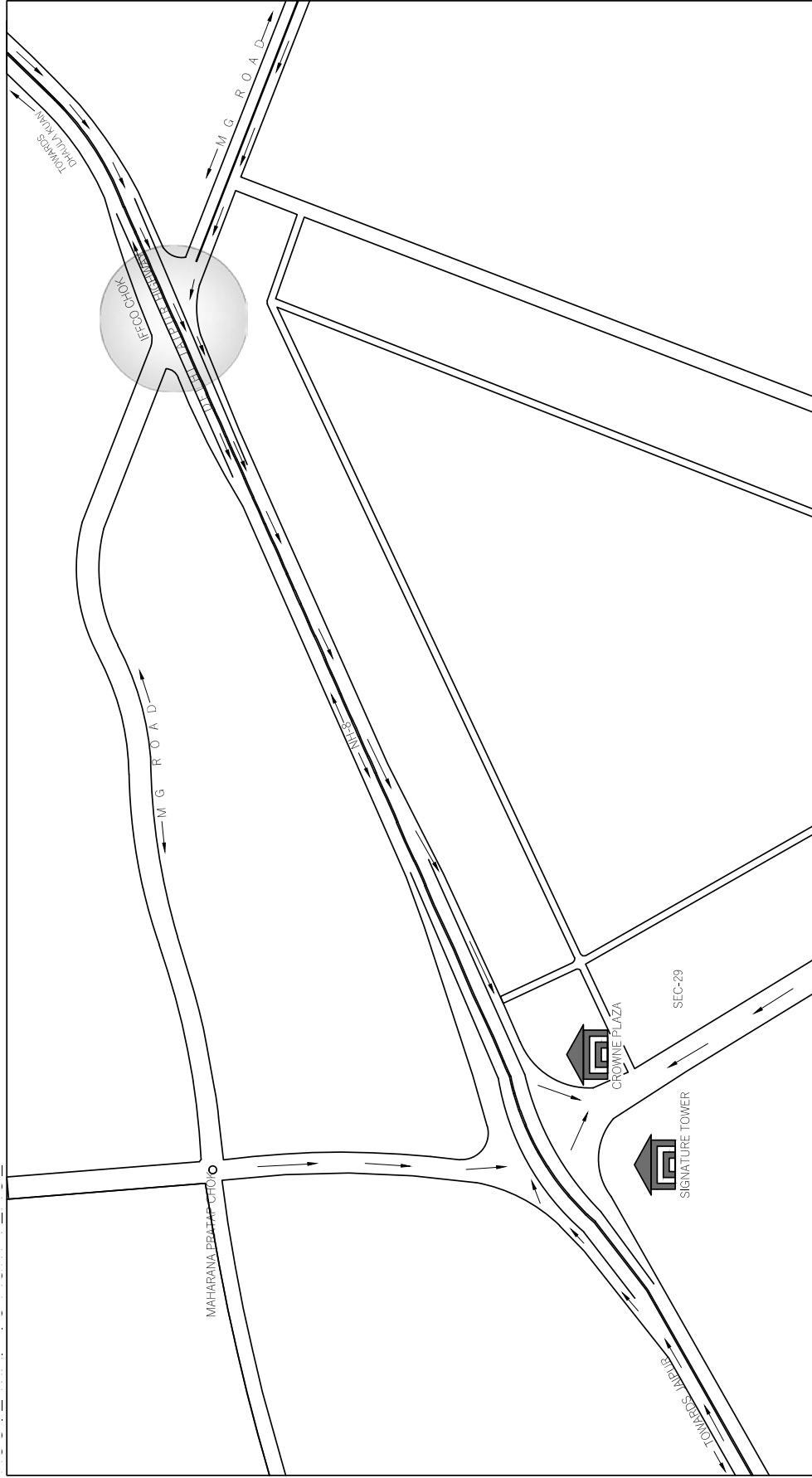
**By Order of the Board
For Kajaria Ceramics Limited**

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

Place: New Delhi
Dated: May 8, 2018

**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

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

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 32nd Annual General Meeting of the Company, to be held on Monday, August 27, 2018 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, 2018 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. Chetan Kajaria (DIN: 00273928), who retires by rotation			
4	To re-appoint Mr. Rishi Kajaria (DIN: 00228455), who retires by rotation			
5	To ratify appointment of M/s Walker Chandio & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration			
Special Business				
6	To re-appoint Mr. Chetan Kajaria (DIN: 00273928) as Joint Managing Director of the Company			
7	To re-appoint Mr. Rishi Kajaria (DIN: 00228455) as Joint Managing Director of the Company			
8	To re-appoint Mr. H. Rathnakar Hegde (DIN: 05158270) as Independent Director of the Company			

Signed this..... day of..... 2018

Affix
Revenue
Stamp of
Re. 1/-

Signature of Proxy holder

Signature of member.....

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.

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

32nd ANNUAL GENERAL MEETING

--

I/We hereby record my/our presence at the 32ND Annual General Meeting of the Company being held on Monday, August 27, 2018 at 3:00 P.M. at Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon, Haryana – 122001.

ELECTRONIC VOTING (E-VOTING) PARTICULARS

REVEN (Remote Electronic 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 Friday, August 24, 2018
Ending of e-voting	Upto 05:00 P.M. (IST) on Sunday, August 26, 2018

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 2017-18 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 hard 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 the financial year 2017-18 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.