



Kajaria

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25.08.2016

The Deputy General Manager,
Bombay Stock Exchange
Corp. Relation Department,
1st Floor, New trading Ring, Rotunda Bldg
P J Towers, Dalal Street,
Fort, Mumbai-400001 (Stock Code : 500233)

Mr. Hari K- Vice –President
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), Mumbai-400051 (Stock Code : KAJARIACER)

Dear Sir,

Sub: Proceedings and voting results of 30th Annual General Meeting

Pursuant to the provisions of Regulation 30 & 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2016, please find enclosed herewith the summary of the proceedings and voting results of the 30th Annual General Meeting of the company held on Wednesday, 24th August 2016 at 4:00 p.m. at Crowne Plaza Today, Sector 29, National Highway-8, Gurgaon – 122001, Haryana.

This is for your kind information and take the same on record.

Thanking You,

Yours faithfully,
For Kajaria Ceramics Ltd


R C Rawat

Executive V P (A& T) & Co Secretary

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. : L26924HR1985PLC056150, E-mail: info@kajariaceramics.com, Web: www.kajariaceramics.com



SUMMARY OF THE PROCEEDINGS OF THE 30TH ANNUAL GENERAL MEETING OF KAJARIA CERAMICS LIMITED HELD ON 24TH AUGUST 2016

The 30th Annual General Meeting of Kajaria Ceramics Limited ('the Company') was held on Wednesday, 24th August 2016 at 4.00 p.m. at Crowne Plaza Today, Sector 29, National Highway-8, Gurgaon – 122001, Haryana.

Directors Present:

Mr. Ashok Kajaria	-	Chairman & Managing Director
Mr. Chetan Kajaria	-	Joint Managing Director
Mr. Rishi Kajaria	-	Joint Managing Director
Mr. Dev Datt Rishi	-	Director- Technical
Mr. Raj Kumar Bhargava	-	Independent Director (Chairman – Audit committee)
Mr. Debi Prasad Bagchi	-	Independent Director (Chairman- Nomination & Remuneration Committee)
Mr. Ram Ratan Bagri	-	Independent Director (Chairman – Stakeholders Relationship Committee)
Mr. H. Rathanakar Hegde	-	Independent Director
Mrs. Sushmita Shekhar	-	Independent Director (Chairperson – CSR Committee)

In Attendance :

Mr. R.C.Rawat	-	Executive V.P.(A&T) & Company Secretary
Mr. Sanjeev Agarwal	-	Chief Financial Officer
Mr. O.P.Bagla	-	Partner – O.P.Bagla & Co. (Statutory Auditors)
Mr. Atul Bagla	-	Partner – O.P.Bagla & Co. (Statutory Auditors)
Mr. Rupesh Agarwal	-	Scrutinizer (Practising Company Secretaries) Secretarial Auditor, M/s Chandrasekaran Associates

1. Mr. Ashok Kajaria presided over the meeting. He welcomed all the members and invitees present at the Annual General Meeting.
2. As the requisite quorum was present, the Chairman called the meeting to order. He stated that the Annual Report for the year 2015-16 has been posted/ emailed to all the members of the Company.
3. The Chairman announced that the Register of Directors' and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested and other documents as referred to in AGM notice were available for inspection by the members during the meeting.
4. The Chairman then briefly introduced the Directors, Key Managerial Personnel and Auditors of the Company sitting on the dais.
5. With the permission of the members present, the notice convening the 30th Annual General Meeting, Director's Report and related documents were taken as read.
6. The Chairman addressed the Members about the significant developments of the Company. He informed about the performance of the Company during the year 2015-16 and the future prospects of the tile Industry and the Company. He also informed the Members about the results for the 1st quarter of the current financial year 2016-17.



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The Chairman concluded his address by thanking the Members, the employees, his colleagues on the Board and all the stakeholders for their continued support.

The members were informed that there are no qualifications, observations, comments or other remarks in the Auditor's Report and Secretarial Audit Report, which have any adverse effect on the functioning of the company.

7. The Chairman advised that the members may seek clarification, if any pertaining to Company's Audited Accounts and operations. The queries raised by members on the Company's operations and annual accounts for the year ended 31st March 2016, were answered by the Chairman & Managing Director to the satisfaction of Members.
8. The Chairman then briefed the objectives and implications of the Ordinary and Special businesses set out in the AGM Notice.
9. The Chairman informed that Company has provided the remote e-voting facility to the members to exercise their votes electronically which commenced on Sunday, 21st August, 2016 at 9:00 a.m. and concluded on Tuesday, 23rd August, 2016 at 5:00 p.m. on all the resolutions set forth in the notice. The members present at the AGM and who have not casted their votes electronically were provided an opportunity to cast their vote through Physical Ballot. He further informed that there would be no voting by show of hands.
10. The Chairman informed that Board of Directors has appointed Mr. Rupesh Agarwal, Practicing Company Secretary as scrutinizer to conduct the electronic and physical voting in a fair and transparent manner. The scrutinizer would consolidate the results of remote e-voting and results of physical ballot voting at the meeting and then submit his report. The results along with the consolidated scrutinizer's report would be placed on the Company's website and would be communicate to the stock exchanges within 48 hours.
11. The Chairman concluded his address by thanking the members, its employees, his colleagues on the Board and all the stakeholders for their continued support. Further, he extended his sincere thanks to the attendees for attending the meeting and declared the meeting as closed.



Kajaria Ceramics Limited



Date of AGM	24 th August 2016, Wednesday
Total number of shareholders as on record date	21,323
No. of Shareholders present in the meeting either in person or through Proxy:	
Promoters Group :	14
Public	83
No. of Shareholders present in the meeting through Video Conferencing:	
Promoters Group :	Nil
Public	Nil

Details of the Agenda:

Agenda Item No.1	(a) The audited Standalone Financial Statements of the Company including the Balance sheet as at March 31,2016, the statement of profit and loss, the cash flow for the financial year ended March 31, 2016,notes to financial statements, the reports of the Board of Directors and Auditors thereon; and (b) The audited consolidated financial statements of the Company including the balance sheet as at March 31,2016, the statement of profit and loss, the cash flow statement for the financial year ended on march 31,2016 , notes to financial statements, along with the auditor's report.
Resolution Required	Ordinary Resolution
Whether Promoter/ Promoter Group are interested in the agenda / Resolution :	<u>No</u>

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	37491211	37491211	100.00%	37491211	0	100.00%	0.00%
	Poll	0	0	0	0	0	0	0
Public - Institutional holders	E-Voting	16558685	16558685	100.00%	16554232	0	99.97%	0



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	Poll	0	0	0.00	0	0	0.00	0.00
Public-Non-Institutional	E-voting	2605161	2605161	100.00%	2605048	113	100.00%	0.00%
	Poll	1453	1453	100.00%	1453	0	100.00%	0.00
TOTAL		56656510	56656510	100.00%	56653397	113	99.99%	0.00

Agenda Item No.2	To Declare a dividend of Rs.5/- per equity share
Resolution Required	Ordinary Resolution
Whether Promoter/ Promoter Group are interested in the agenda / Resolution :	<u>No</u>

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	37491211	37491211	100.00%	37491211	0	100.00%	0.00%
	Poll	0	0	0	0	0	0	0
Public - Institutional holders	E-Voting	16680107	16680107	100.00%	16677107	0	99.98%	0
	Poll	0	0	0.00	0	0	0.00	0.00
Public-Non- Institutional	E-voting	2491572	2491572	100.00%	2491505	67	100.00%	0.00%
	Poll	1453	1453	100.00%	1453	0	100.00%	0.00
TOTAL		56664343	56664343	100.00%	56661276	67	99.99%	0.00%



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Agenda Item No.3	To appoint a director in place of Mr. Basant Kumar Sinha (DIN: 03099241), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment
Resolution Required	Ordinary Resolution
Whether Promoter/ Promoter Group are interested in the agenda / Resolution :	No

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	37491211	37491211	100.00%	37491211	0	100.00%	0.00%
	Poll	0	0	0	0	0	0	0
Public - Institutional holders	E-Voting	16300027	16300027	100.00%	5902245	10394782	36.21%	63.77%
	Poll	0	0	0.00	0	0	0.00	0.00
Public-Non-Institutional	E-voting	2608267	2608267	100.00%	2492390	115877	95.56%	4.44%
	Poll	1453	1453	100.00%	1453	0	100.00%	0.00
TOTAL		56400958	56400958	100.00%	45887299	10510659	81.36%	18.64%



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Agenda Item No.4	To appoint Statutory Auditors of the Company and to fix their remuneration
Resolution Required	Ordinary Resolution
Whether Promoter/ Promoter Group are interested in the agenda / Resolution :	No

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	37491211	37491211	100.00%	37491211	0	100.00%	0.00%
	Poll	0	0	0	0	0	0	0
Public - Institutional holders	E-Voting	16344290	16344290	100.00%	15634110	707180	95.65%	4.33%
	Poll	0	0	0.00	0	0	0.00	0.00
Public-Non- Institutional	E-voting	2578622	2578622	100.00%	2578557	65	100.00%	0.00%
	Poll	1453	1453	100.00%	1453	0	100.00%	0.00
TOTAL		56415576	56415576	100.00%	55705331	707245	98.75%	1.25%



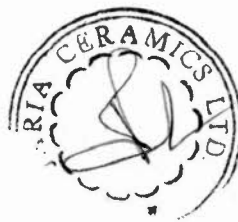
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Agenda Item No.5	Re-appointment of Mr. Ashok Kajaria (DIN: 00273877) as Chairman & Managing Director of the Company
Resolution Required	Special Resolution
Whether Promoter/ Promoter Group are interested in the agenda / Resolution :	NO

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	37491211	37491211	100.00%	37491211	0	100.00%	0
	Poll	0	0	0	0	0	0	0
Public - Institutional holders	E-Voting	16081266	16081266	100.00%	12039262	4039004	74.86%	25.12%
	Poll	0	0	0.00	0	0	0.00	0.00
Public-Non- Institutional	E-voting	2601988	2601988	100.00%	2601850	138	100.00%	0.00%
	Poll	1453	1453	100.00%	1453	0	100.00%	0.00
TOTAL		56175918	56175918	100.00%	52133776	4039142	92.80%	7.20%



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Agenda Item No.6	Re-appointment of Mr. Basant Kumar Sinha (DIN: 03099241) as Director- Technical of the Company
Resolution Required	Ordinary Resolution
Whether Promoter/ Promoter Group are interested in the agenda / Resolution :	No

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	37491211	37491211	100.00%	37491211	0	100.00%	0.00%
	Poll	0	0	0	0	0	0	0
Public - Institutional holders	E-Voting	16344500	16231186	100.00%	13198527	3142973	81.32%	19.36%
	Poll	0	0	0.00	0	0	0.00	0.00
Public-Non- Institutional	E-voting	2586043	2586043	100.00%	2585869	174	99.99%	0.001%
	Poll	1453	1453	100.00%	1453	0	100.00%	0.00
TOTAL		56423207	56423207	100.00%	53277060	3143147	94.42%	5.57%



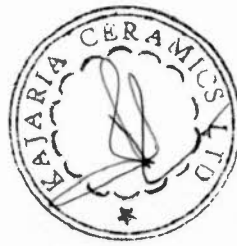
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Agenda Item No.7	Sub-division of equity shares of Company
Resolution Required	Special Resolution
Whether Promoter/ Promoter Group are interested in the agenda / Resolution :	No

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	37491211	37491211	100.00%	37491211	0	100.00%	0.00%
	Poll	0	0	0	0	0	0	0
Public - Institutional holders	E-Voting	13430217	13430217	100.00%	13243028	184189	98.61%	1.37%
	Poll	0	0	0.00	0	0	0.00	0.00
Public-Non- Institutional	E-voting	2671653	2671653	100.00%	2671540	113	100.00%	0.00%
	Poll	1453	1453	100.00%	1453	0	100.00%	0.00
TOTAL		53594534	53594534	100.00%	53407232	184302	99.65%	0.34%



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Agenda Item No.8	Amendment in Clause V of the Memorandum of Association of the Company
Resolution Required	Ordinary Resolution
Whether Promoter/ Promoter Group are interested in the agenda / Resolution :	No

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstand- ing shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	37491211	37491211	100.00%	37491211	0	100.00%	0.00%
	Poll	0	0	0	0	0	0	0
Public - Institutional holders	E-Voting	16461918	16461918	100.00%	16458918	0	99.94%	0
	Poll	0	0	0.00	0	0	0.00	0.00
Public-Non- Institutional	E-voting	2708328	2708328	100.00%	2708212	116	100.00%	0.00%
	Poll	1453	1453	100.00%	1453	0	100.00%	0.00
TOTAL		56662910	56662910	100.00%	56659794	116	99.99%	0



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