



11.08.2017

BSE Limited
P J Towers, Dalal Street,
Fort, Mumbai-400001

National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra Kurla Complex
Bandra (E), Mumbai-400051

Dear Sir/ Madam,

Sub: Proceedings of 31st Annual General Meeting of Kajaria Ceramics Limited

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the proceedings of the 31st Annual General Meeting of the Company held on Thursday, August 10, 2017 at Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon-122001, Haryana.

Kindly take the above information on record.

Thanking You,

Yours faithfully,
For Kajaria Ceramics Limited



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

Encl.: As above

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.: +91-124-4081281
GIN No. : L26924HR1985PLC056150, E-mail: info@kajariaceramics.com | Web.: www.kajariaceramics.com



SUMMARY OF PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF KAJARIA CERAMICS LIMITED HELD ON THURSDAY, AUGUST 10, 2017

The 31st Annual General Meeting ('AGM') of Kajaria Ceramics Limited ('the Company') was held on Thursday, August 10, 2017 at 3:00 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. B.K. Sinha | - | Director- Technical |
| Mr. Dev Datt Rishi | - | Non-Executive Director |
| Mr. D.P. Bagchi | - | Independent Director & Chairman of Nomination and Remuneration Committee |
| Mr. H.Rathnakar Hegde | - | Independent Director |
| Mr. R.R.Bagri | - | Independent Director & Chairman of Stakeholders Relationship Committee |
| Mr. R.K.Bhargava | - | Independent Director & Chairman of Audit Committee |
| Mrs. Sushmita Shekhar | - | Independent Director |

In Attendance:

| | | |
|-----------------------|---|--|
| Mr. R.C. Rawat | - | COO (A&T) & Company Secretary |
| Mr. Sanjeev Agarwal | - | Chief Financial Officer |
| Mr. Atul Bagla | - | Partner, O.P. Bagla & Co. (Statutory Auditors) |
| Dr. S. Chandrasekaran | - | Senior Partner, Chandrasekaran Associates (Secretarial Auditors) |

1. Mr. Ashok Kajaria presided over the meeting. He welcomed all the members and invitees present at the AGM.
2. As the requisite quorum was present, the Chairman called the meeting to order. He stated that Annual Report for the year 2016-17 alongwith Notice for the AGM was dispatched to all members of the Company through permitted mode.
3. The Chairman announced that the Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors were interested and other documents as referred in the 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 dias.



Kajaria Ceramics Limited



5. With the permission of the members present, the Notice convening the 31st AGM, Directors' 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 financial year 2016-17 and 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 2017-18.
7. The Chairman concluded his speech by thanking the members, the employees, his colleagues on the Board and all the stakeholders for their continued support.
8. The members were informed that there are no qualifications, observations, comments, disclaimer or adverse remarks in the Auditors' Report and Secretarial Audit Report, which have any adverse effect on the functioning of the Company.
9. The Chairman advised that the members may seek clarification, if any, pertaining to the Company's Audited Accounts and operations. The queries raised by members on the Company's operations and financial statements for the year ended March 31, 2017, were answered by the Chairman to the satisfaction of the members.
10. The Chairman then briefed the objectives and implications of the Ordinary and Special Businesses set out in the AGM notice.
11. The following businesses were considered at the AGM:

| S. No. | Particulars | Nature of Business |
|--------|--|--------------------|
| 1. | To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended on March 31, 2017 and Reports of Board of Directors and Auditors thereon | Ordinary |
| 2. | To declare a dividend of Rs. 3/- per equity share | Ordinary |
| 3. | To appoint a director in place of Mr. Dev Datt Rishi (DIN: 00312882), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment | Ordinary |
| 4. | To consider the appointment of M/s Walker | Ordinary |

Kajaria Ceramics Limited





| | | |
|----|---|---------|
| | Chandiok & Co LLP, Chartered Accountants, (Firm Registration Number 001076N/N500013), as the Statutory Auditors of the Company, in place of retiring auditor's M/s O.P. Bagla & Co., Chartered Accountants (Firm Registration No. 000018N), to hold office for a term of 5 years i.e. from the conclusion of 31st Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company | |
| 5. | To amend and adopt new Articles of Association of the Company | Special |

12. The Chairman informed that the Company had provided Electronic Voting Facility ('remote e-Voting') which commenced on Monday, August 7, 2017 (9:00 a.m. IST) and ended on Wednesday, August 9, 2017 (5:00 p.m. IST) for the all resolutions set out in the AGM Notice.
13. The members present at the AGM who were eligible to cast votes and had not cast 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.
14. The Chairman informed that the Board of Directors has appointed Dr. S. Chandrasekaran, 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 physical ballots voting at the AGM and then submit his report.
15. The results shall be declared within the time permissible under the applicable laws. The results declared alongwith Scrutinizer's Report would be placed on the website of the Company and website of National Securities Depository Limited. The same shall also be communicated to the stock exchanges and displayed the Registered Office and the Corporate Office of the Company.
16. 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 AGM and declared the meeting as closed.



Kajaria Ceramics Limited