

Scrutinizer's Report on remote e-voting and voting at the Annual General meeting

The Chairman
30th Annual General Meeting of the Equity Shareholders
Kajaria Ceramics Limited

Date of Meeting: August 24, 2016
Time of Meeting: At 04:00 p.m.
Venue of the Meeting: Crowne Plaza Today,
Sector-29, National Highway-8
Gurgaon - 122001

Dear Sir,

I, Rupesh Agarwal, Partner of M/s Chandrasekaran Associates having its office at 11F, Pocket IV, Mayur Vihar Phase -I New Delhi-110091, was appointed as Scrutinizer of M/s. Kajaria Ceramics Limited ("Company") for remote e-voting and Voting at the Annual General Meeting in respect of the below mentioned resolutions considered at 30th Annual General Meeting of the Equity Shareholders of the Company as per notice dated June 16, 2016


The Notice dated June 16, 2016 convening the 30th Annual General Meeting along with statement setting out material facts under Section 102 of the Companies Act 2013 ("Act") were sent to the shareholders in respect of the below mentioned resolutions Considered at Annual General Meeting of the Equity Shareholders of the Company held on 24th August, 2016

The Company has availed the remote e-voting facilities offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholders of the Company.

The remote e-voting period remain opened from Sunday, August 21, 2016 (9:00 am IST) and concluded on Tuesday, August 23, 2016 (5:00 pm IST)

The shareholders holding shares as on Wednesday August 17, 2016 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the 30th Annual General Meeting of the Company.

Further, the Chairman announced the poll at the Annual General Meeting for the Shareholders who have attended the meeting and have not cast their vote earlier through remote e-voting.


Counter signed by chairman


signed by scrutinizer



After the time fixed for voting through poll at Annual General Meeting venue, i.e. between 04:30 p.m. to 05:00 p.m., ballot boxes kept for polling were locked in my presence with due identification Marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The votes were unblocked on Wednesday, 24th August 2016 around 05:15 p.m. in the presence of two witnesses, Mr. Shashikant Tiwari R/o, C-242A, Pandav Nagar, Delhi - 110092, and Mr. Rahul Tanwar R/o. WZ-548, B1/2, Naralana Village, Delhi - 110028 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Shashikant Tiwari



Name: Rahul Tanwar

The Register of voting, i.e. vote cast through remote e-voting and voting through poll at Annual General Meeting venue marked as annexure-A

Based on the data downloaded from official website of the National Securities Depository Limited (NSDL) for the e-voting process and poll conducted at the Annual General Meeting venue, we now submit our combined report (e-voting and Poll) as under:

1. The result of the voting as per aforesaid Register is as under:

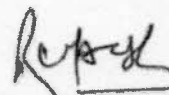
Resolution-1 To receive, Consider and Adopt: (Ordinary Resolution)

(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.



Counter signed by chairman



signed by scrutinizor



CHANDRASEKARAN ASSOCIATES

Continuation.....

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	540	56655057	56655057	538	56651944	100
Physical Ballot	53	1453	1453	53	1453	100
Total	593	56656510	56656510	591	56653397	100

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	540	56655057	56655057	2	113	0
Physical Ballot	53	1453	1453	0	0	0
Total	593	56656510	56656510	2	113	0

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	1	3000*
Physical Ballot	0	0
Total	1	3000

- One member who holds 6000 shares has not exercised his vote for 3,000 shares and has voted for 3000 shares

Counter signed by chairman



signed by scrutinizor

CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution-2 - To Declare a dividend of Rs.5/- per equity share: (Ordinary Resolution)

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	541	56661437	56661437	540	56658370	100
Physical Ballot	53	1453	1453	53	1453	100
Total	594	56662890	56662890	593	56659823	100

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	541	56661437	56661437	1	67	0
Physical Ballot	53	1453	1453	0	0	0
Total	594	56662890	56662890	1	67	0

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	1	3000*
Physical Ballot	0	0
Total	1	3000

- One member who holds 6000 shares has not exercised his vote for 3,000 shares and has voted for 3000 shares

Counter signed by chairman



signed by scrutinizer

Resolution 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: (Ordinary Resolution)

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	538	56399505	56399505	449	45885846	81.36
Physical Ballot	53	1453	1453	53	1453	100.00
Total	591	56400958	56400958	502	45887299	81.36


b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	538	56399505	56399505	89	10510659	18.64
Physical Ballot	53	1453	1453	0	0	0.00
Total	591	56400958	56400958	89	10510659	18.64

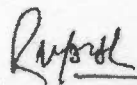
c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	1	3000*
Physical Ballot	0	0
Total	1	3000

- One member who holds 6000 shares has not exercised his vote for 3,000 shares and has voted for 3000 shares


Counter signed by chairman




signed by scrutinizor

Resolution 4 – To appoint Statutory Auditors of the Company and to fix their remuneration: (Ordinary Resolution)

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	541	56414123	56414123	534	55703878	98.75
Physical Ballot	53	1453	1453	53	1453	100.00
Total	594	56415576	56415576	587	55705331	98.75

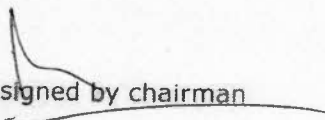
b) Votes against the resolution:

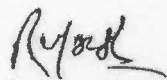
Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	541	56414123	56414123	7	707245	1.25
Physical Ballot	53	1453	1453	0	0	0.00
Total	594	56415576	56415576	7	707245	1.25

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	1	3000*
Physical Ballot	0	0
Total	1	3000

- One member who holds 6000 shares has not exercised his vote for 3,000 shares and has voted for 3000 shares

Counter signed by chairman 


signed by scrutinizor



Resolution 5- Re-appointment of Mr. Ashok Kajaria (DIN: 00273877) as Chairman & Managing Director of the Company: (Special Resolution)

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	537	56174465	56174465	518	52132323	92.80
Physical Ballot	53	1453	1453	53	1453	100.00
Total	590	56175918	56175918	571	52133776	92.80

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	537	56174465	56174465	19	4039142	07.20
Physical Ballot	53	1453	1453	0	0	0.00
Total	590	56175918	56175918	19	4039142	07.20

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	1	3000*
Physical Ballot	0	0
Total	1	3000

- One member who holds 6000 shares has not exercised his vote for 3,000 shares and has voted for 3000 shares

Counter signed by chairman

signed by scrutinizer



Resolution 6- Re-appointment of Mr. Basant Kumar Sinha (DIN: 03099241) as Director- Technical of the Company: (Ordinary Resolution)

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	538	56421754	56421754	527	53275607	94.42
Physical Ballot	53	1453	1453	53	1453	100.00
Total	591	56423207	56423207	580	53277060	94.42

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	538	56421754	56421754	11	3143147	5.58
Physical Ballot	53	1453	1453	0	0	0.00
Total	591	56423207	56423207	11	3143147	5.58

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	1	3000*
Physical Ballot	0	0
Total	1	3000

- One member who holds 6000 shares has not exercised his vote for 3,000 shares and has voted for 3000 shares

Counter signed by chairman

signed by scrutinizer



Resolution 7- Sub-division of equity shares of Company: (Special Resolution)

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	536	53593081	53593081	532	53405779	99.65
Physical Ballot	53	1453	1453	53	1453	100.00
Total	589	53594534	53594534	585	53407232	99.65

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	536	53593081	53593081	4	184302	0.35
Physical Ballot	53	1453	1453	0	0	0.00
Total	589	53594534	53594534	4	184302	0.35

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	1	3000*
Physical Ballot	0	0
Total	1	3000

- One member who holds 6000 shares has not exercised his vote for 3,000 shares and has voted for 3000 shares

Counter signed by chairman

signed by scrutinizer



Resolution-8 Amendment in Clause V of the Memorandum of Association of the Company: (Ordinary Resolution)

a) Votes in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	542	56661457	56661457	539	56658341	100
Physical Ballot	53	1453	1453	53	1453	100
Total	595	56662910	56662910	592	56659794	100

b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	542	56661457	56661457	3	116	0
Physical Ballot	53	1453	1453	0	0	0
Total	595	56662910	56662910	3	116	0

c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	1	3000*
Physical Ballot	0	0
Total	1	3000

- One member who holds 6000 shares has not exercised his vote for 3,000 shares and has voted for 3000 shares


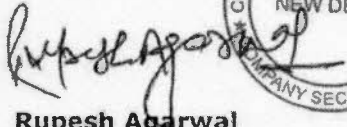
Counter signed by chairman

signed by scrutinizer




2. The poll paper and all other papers and relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,



Rupesh Agarwal
Partner,
Chandrasekaran Associates
Company Secretaries
Membership No.A16302
CP No.: 5673
Place: Delhi
Date: 25.08.2016



Counter sign by chairman