

March 25, 2022

Declaration of Results of voting conducted by Postal Ballot

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by the Ministry of Corporate Affairs regarding Postal Ballot, etc., approvals of the members of the Company were sought by way of Special Resolution(s) for the businesses set out in the Notice of Postal Ballot dated January 21, 2022, through Postal Ballot by way of e-voting only. As per the Scrutinizer's Report dated March 25, 2022, the results of Postal Ballot are as under:

PARTICULARS	VOTING DETAILS	
	<u>Item No. 1</u>	<u>Item No. 2</u>
Item of Notice of Postal Ballot dated January 21, 2022	To issue additional stock options to the eligible employees of the Company under Kajaria Employee Stock Option Scheme 2015	To issue additional stock options to the eligible employees of the Company's subsidiaries under Kajaria Employee Stock Option Scheme 2015
Type of Resolution	Special Resolution	Special Resolution
Total voting	13,26,14,747	13,26,14,755
Less: Invalid voting	0	0
Valid voting	13,26,14,747	13,26,14,755
Votes in favour of the Resolution	11,32,13,878	11,32,13,207
Votes against the Resolution	1,94,00,869	1,94,01,548
Percentage of Votes in favour of Resolution	85.37%	85.37%

I, therefore, declare the Special Resolution(s), set out in the above said Notice of Postal Ballot, as passed with the requisite majority.

For Kajaria Ceramics Limited


Ashok Kajaria
Chairman & Managing Director

Place: New Delhi
Date: March 25, 2022

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

SCRUTINIZERS' REPORT

COMPANY SECRETARIES

To

Kajaria Ceramics Limited

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

Sub: Scrutinizers' Report on postal ballot by way of electronic voting means conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolution(s) contained in the Notice dated January 21, 2022.

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries, failing me, Mr. Rupesh Agarwal, Managing Partner, Chandrasekaran Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of Kajaria Ceramics Limited (hereinafter referred to as "Company") for scrutinizing postal ballot by way of voting by electronic means in respect of passing of the resolution(s) contained in the Notice dated January 21, 2022 ("Notice") in a fair and transparent manner.

I submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and No. 20/2021 dated December 08, 2021 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing regulations") with the Stock Exchanges including Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (the 'SEBI Circulars'), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ('SS-2') relating to postal ballot by way of electronic voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolution(s) contained in the Notice, based on the data downloaded from website of National Securities Depository Limited ('NSDL') i.e. www.evoting.nsdl.com, authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 p.m. IST on Thursday, March 24, 2022.
3. The Members of the Company as on the "cut-off date" i.e. February 11, 2022, were entitled to vote on the proposed resolution(s) to be passed through postal ballot by way of electronic voting means as set-out in the Notice of Postal Ballot dated January 21, 2022 and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The e-voting period remained open from at 9:00 a.m. (IST) on Wednesday, February 23, 2022 and ended at 5:00 p.m. (IST) on Thursday, March 24, 2022, on the designated website of NSDL i.e. www.evoting.nsdl.com.
5. On Tuesday, February 22, 2022, the Company had completed the dispatch of Postal Ballot notice, to its Members whose name(s) appeared in the Register of Members.



List of beneficial owners received from National Securities Depository Limited/Central Depository Services (India) Limited ("depositories") as on the Cut-off date i.e. Friday, February 11, 2022 and whose e-mail IDs were registered with the Company and Depositories. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.

However, the Company had also given an option in the Postal Ballot Notice dated January 21, 2022, which was uploaded on the website of the Company (www.kajariaceramics.com), on the website of National Securities Depository Limited (www.evoting.nsdl.com) and also published by way of newspaper advertisements dated February 23, 2022 in Financial Express (English), and Jansatta (Hindi), New Delhi edition, to the members to register their e-mail id's with the Company and/ or their depository participants.

6. Due to COVID-19 pandemic and in view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, physical ballot could not be dispatched. Further, the Company has also not received any physical ballot form and accordingly, voting done through e-voting only was considered for this report.
7. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of listing regulations, advertisements were published by the Company in Financial express (English), and Jansatta (Hindi), New Delhi edition on February 23, 2022 informing about the completion of dispatch of Postal Ballot notice, to the Members, those registered their e-mail id's with the Company and/ or depositories along with other related matters mentioned therein.
8. I had monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by NSDL through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses, Mr. Akash Goyal R/o. F-197, 1st Floor, F Block, Sector 14, Prashant Vihar, Rohini, Delhi - 110085 and Ms. Pallavi Kapoor R/o. 412-414/7, 2nd Floor, Bada Bazar, Shahdara, Delhi -110032 who are not in the employment of the Company.
10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting were reconciled with the records maintained by the Registrar and Transfer Agent, i.e. MCS Share Transfer Agent Limited of the Company and authorizations lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. www.evoting.nsdl.com.
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:



Handwritten signature in blue ink.

Item No. 1:

TO ISSUE ADDITIONAL STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE COMPANY UNDER KAJARIA EMPLOYEE STOCK OPTION SCHEME 2015 (Special Resolution)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	780	13,26,86,875
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised/ Partially exercised	6*	72,128*
	No. of Valid Votes Cast	780*	13,26,14,747*

*6(Six) Members who holds 157476 equity shares, out of which 3(Three) members has partially exercised its voting rights in favour of 16992 and not exercised their Voting rights for 52848 shares, and 3 (Three) members has partially exercised its voting rights in against for 68356 shares and not exercised their Voting rights for 19280 shares.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	554	11,32,13,878	85.37
Against	226	1,94,00,869	14.63
Total	780	13,26,14,747	100.00

Item No. 2:

TO ISSUE ADDITIONAL STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF THE COMPANY'S SUBSIDIARIES UNDER KAJARIA EMPLOYEE STOCK OPTION SCHEME 2015 (Special Resolution)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	780	13,26,86,868
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised/ Partially exercised	5*	72,113*
	No. of Valid Votes Cast	780*	13,26,14,755*



(Handwritten mark)

*5(Five) Member who holds 157460 equity shares, out of which 2(Two) members has partially exercised its voting rights in favour of 16991 and not exercised their Voting rights for 52833 shares, and 3 (Three) members has partially exercised its voting rights in against for 68356 shares and not exercised their Voting rights for 19280 shares.

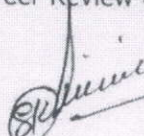

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	546	11,32,13,207	85.37
Against	234	1,94,01,548	14.63
Total	780	13,26,14,755	100.00

14. Based on the aforesaid results, the resolution(s) as mentioned above shall be deemed to have been passed with requisite majority, on Thursday, March 24, 2022, being the last date of remote e-voting for the members of the Company. Therefore, the Chairman or any other person authorised by him may, accordingly, declare the result of the above said Postal Ballot.


Thanking You,

Yours faithfully,

Chandrasekaran Associates
 Company Secretaries
 FRN: P1988DE002500
 Peer Review Certificate No.: 1428/2021



 Shashikant Tiwari
 Partner
 Membership No.: A28994
 Certificate of Practice No.: 13050
 UDIN: A028994C003112349

Place: Delhi
 Date: 25.03.2022


 Countersigned by:
 For and on behalf of
 Kajaria Ceramics Limited
 Chairman or Director/Company Secretary
 authorised by him