

December 3, 2021

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 for the business set out in the Notice of Postal Ballot dated October 22, 2021, through Postal Ballot by way of e-voting only. As per the Scrutinizer's Report dated December 3, 2021, the results of Postal Ballot are as under:

PARTICULARS	VOTING DETAILS
Item of Notice of Postal Ballot dated October 22, 2021	To consider and approve advancing loan(s) to subsidiaries under Section 185 of Companies Act, 2013
Type of Resolution	Special Resolution
Total voting	131453789
Less: Invalid voting	0
Valid voting	131453789
Votes in favour of the Resolution	109562218
Votes against the Resolution	21891571
Percentage of Votes in favour of Resolution	83.35%

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

For Kajaria Ceramics Limited



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

Place: New Delhi

Date: December 3, 2021

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

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 ("remote e-voting" or "e-voting") 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 contained in the Notice dated October 22, 2021

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-1, Delhi-110091, was appointed as Scrutinizer by the Board of Directors of Kajaria Ceramics Limited for scrutinizing the postal ballot by way of voting by electronic means in respect of passing of the resolution contained in the Notice of Postal Ballot dated October 22, 2021 ("**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 and June 23, 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) ("**Listing Regulations**") Regulations, 2015 with the Stock Exchanges, 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 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. 5:00 P.M. (IST) on Thursday, December 02, 2021.
3. The Members of the Company as on the "**cut-off date**" i.e. Friday, October 22, 2021 were entitled to vote on the proposed resolution to be passed through postal ballot by way of electronic voting means as set-out in the Notice of Postal Ballot and their shareholding as on cut-off date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The remote e-voting period remained open from Wednesday, November 03, 2021 at 9:00 A.M. (IST) and ended at 5:00 P.M. (IST) on Thursday, December 02, 2021 at the designated website of NSDL i.e. www.evoting.nsdl.com

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Phone : 2271 0514, 2271 3708, E-mail : info@cacsindia.com, visit us at : www.cacsindia.com



5. On Tuesday, November 02, 2021, the Company had completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from Depositories i.e. NSDL, Central Depository Services (India) Limited ("**CDSL**"), Registrars and Share Transfer Agent of the Company ("**RTA**") and whose e-mail IDs were registered with the Depositories or with RTA. 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/RTA.

However, the Company had also given an option in the Postal Ballot Notice, which was uploaded on the website of the Company (www.kajariaceramics.com), NSDL (www.evoting.nsdl.com), BSE Limited (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com) to the members to register their e-mail id's with the Company and/ or their depository participants.

6. In view of relaxation given by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Company has not dispatched physical ballot. 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, Newspaper Advertisements with respect to Postal Ballot Notice were published by the Company in Financial Express (National Daily Newspaper) and Jansatta (Daily Newspaper of the State) on November 3, 2021 informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail id's with the depositories or with RTA of the Company along with other related matters mentioned therein.
8. I had monitored the process of 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. Karan Kanojia and Mr. Akash Goyal, 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 RTA 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:



CHANDRASEKARAN ASSOCIATES

Continuation.....

TO CONSIDER AND APPROVE ADVANCING LOAN(S) TO SUBSIDIARIES UNDER SECTION 185 OF COMPANIES ACT, 2013 (AS A SPECIAL RESOLUTION):

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	1,130	13,23,26,483
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	3*	8,72,694
	No. of Valid Votes Cast	1,130	13,14,53,789

*Three (3) Shareholders holding 11,02,827 equity shares have partially exercised their votes in favour for 7,323 shares, in against for 2,22,810 shares and has not exercised their votes for 8,72,694 shares.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	940	10,95,62,218	83.35
Against	190	2,18,91,571	16.65
Total	1130	13,14,53,789	100.00

14. Based on the aforesaid results, the resolution as mentioned in the above said Notice shall be deemed to have been passed with requisite majority, on Thursday, December 02, 2021, being the last date of remote e-voting for the Members of the Company. Therefore, the Chairperson or any other person authorized by him may, accordingly, declare the result of Postal Ballot process.

Thanking You,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries



Shashikant Tiwari
Partner
Membership No.: A28994
Certificate of Practice No.: 13050
FRN: P1988DE002500
Peer Review Certificate No.: 1428/2021
UDIN: A028994C001640991

Date: 03.12.2021
Place: Delhi

Countersigned by:
For and on behalf of
Kajaria Ceramics Limited

Chairperson or person authorized by him