

13.09.2023

**National Stock Exchange of India Limited**  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
**Mumbai – 400 051**

**BSE Limited**  
P.J. Towers  
Dalal Street  
**Mumbai - 400 001**

Dear Sir,

**Sub: Results of the 37<sup>th</sup> Annual General Meeting ('AGM') of Kajaria Ceramics Limited ('the Company')  
pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015**

In continuation to our letter dated September 12, 2023, we enclose herewith the followings with respect to the 37<sup>th</sup> AGM of the Company held on Tuesday, September 12, 2023 at 1:00 p.m. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'):

- Voting Results of the 37<sup>th</sup> AGM of the Company as an Annexure - A.
- Consolidated Scrutiniser's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as an Annexure - B.

Kindly take the above information on records.

Thanking You,

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.:** +91-0124-4081281

**CIN No.:** L26924HR1985PLC056150, **E-mail:** info@kajariaceramics.com | **Web.:** www.kajariaceramics.com

September 13, 2023

**Declaration of Results of voting of the 37<sup>th</sup> Annual General Meeting of Kajaria Ceramics Limited**

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs and the SEBI, the 37<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on Tuesday, September 12, 2023 at 1:00 p.m. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') for considering the items mentioned in the AGM notice dated July 26, 2023. As per the Scrutinizer's Report dated September 13, 2023, the results of voting through remote e-voting and e-voting during the AGM are as follows:

PARTICULARS	VOTING DETAILS		
	<u>Item No. 1</u>	<u>Item No. 2</u>	<u>Item No. 3</u>
Item No. of the 37 <sup>th</sup> AGM Notice dated July 26, 2023	(To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2023 and Reports of Board of Directors and Auditors thereon)	(To declare a final dividend of Rs. 3/- per equity share for the financial year 2022-23)	(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)
Type of Resolution	Ordinary Resolution	Ordinary Resolution	Ordinary Resolution
Total Number of Votes	140869469	140877592	141341618
Total Number of Invalid Votes	0	0	0
Valid Votes not exercised by members	0	0	472149
Total Number of Valid Votes	140869469	140877592	140869469
Votes in favour of the Resolution	140869158	140877281	132537733
Votes against the Resolution	311	311	8331736
Percentage of Votes in favour of Resolution	99.9998%	99.9998%	94.0855%

I, therefore, declare the above Resolutions are passed with the requisite majority.

For Kajaria Ceramics Limited

  
Ashok Kajaria  
Chairman & Managing Director

**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

[Home](#)[Validate](#)[Import XML](#)

### General information about company

Scrip code	500233
NSE Symbol	KAJARIACER
MSEI Symbol	NOTLISTED
ISIN	INE217B01036
Name of the company	KAJARIA CERAMICS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	12-09-2023
Start time of the meeting	01:00 PM
End time of the meeting	02:02 PM

[Prev](#)[Next](#)

[Home](#)[Validate](#)

### Scrutinizer Details

Name of the Scrutinizer	SHASHIKANT TIWARI
Firms Name	M/S. CHANDRASEKARAN ASSOCIATES
Qualification	CS
Membership Number	F11919
Date of Board Meeting in which appointed	26-07-2023
Date of Issuance of Report to the company	13-09-2023

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Voting results	
Record date	05-09-2023
Total number of shareholders on record date	69853
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	16
b) Public	77
<b>No. of resolution passed in the meeting</b>	<b>3</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

[Prev](#)

[Home](#)[Validate](#)

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited Financial Statements of the Company (including Audited consolidated Financial statements ) for the Financial Year ended March 31, 2023 and Reports of Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75625231	75625231	100.0000	75625231	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>75625231</b>	<b>75625231</b>	<b>100.0000</b>	<b>75625231</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	68525265	63960240	93.3382	63960240	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>68525265</b>	<b>63960240</b>	<b>93.3382</b>	<b>63960240</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	15107804	1283998	8.4989	1283687	311	99.9758	0.0242
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>15107804</b>	<b>1283998</b>	<b>8.4989</b>	<b>1283687</b>	<b>311</b>	<b>99.9758</b>
<b>Total</b>		<b>159258300</b>	<b>140869469</b>	<b>88.4535</b>	<b>140869158</b>	<b>311</b>	<b>99.9998</b>	<b>0.0002</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

[Home](#)[Validate](#)

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Declare a Final Dividend of Rs. 3/- per equity shares for the financial year 2022-23				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75625231	75625231	100.0000	75625231	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>75625231</b>	<b>75625231</b>	<b>100.0000</b>	<b>75625231</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	68525265	63968363	93.3500	63968363	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>68525265</b>	<b>63968363</b>	<b>93.3500</b>	<b>63968363</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	15107804	1283998	8.4989	1283687	311	99.9758	0.0242
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>15107804</b>	<b>1283998</b>	<b>8.4989</b>	<b>1283687</b>	<b>311</b>	<b>99.9758</b>
<b>Total</b>		<b>159258300</b>	<b>140877592</b>	<b>88.4586</b>	<b>140877281</b>	<b>311</b>	<b>99.9998</b>	<b>0.0002</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

[Home](#)[Validate](#)

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75625231	75625231	100.0000	75625231	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>75625231</b>	<b>75625231</b>	<b>100.0000</b>	<b>75625231</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	68525265	63960240	93.3382	56525654	7434586	88.3762	11.6238
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>68525265</b>	<b>63960240</b>	<b>93.3382</b>	<b>56525654</b>	<b>7434586</b>	<b>88.3762</b>
Public- Non Institutions	E-Voting	15107804	1283998	8.4989	386848	897150	30.1284	69.8716
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>15107804</b>	<b>1283998</b>	<b>8.4989</b>	<b>386848</b>	<b>897150</b>	<b>30.1284</b>
<b>Total</b>		<b>159258300</b>	<b>140869469</b>	<b>88.4535</b>	<b>132537733</b>	<b>8331736</b>	<b>94.0855</b>	<b>5.9145</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



**Scrutinizer's Report on remote e-voting and e-voting at the  
37<sup>th</sup> Annual General Meeting of  
KAJARIA CERAMICS LIMITED**

To,  
The Chairman,

**KAJARIA CERAMICS LIMITED**

SF-11, SECOND FLOOR, JMD REGENT PLAZA, MEHRAULI  
GURGAON ROAD, VILLAGE SIKANDERPUR GHOSI,  
GURGAON, HARYANA 122001

Date of Meeting: September 12, 2023

Day of Meeting: Tuesday

Time of Meeting: 01:00 P.M. (IST)

Dear Sir,

I, Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed as Scrutinizer of Kajaria Ceramics Limited ("**Company**") for remote e-voting and e-voting ("**electronic voting**") at the 37<sup>th</sup> Annual General Meeting ("**the Meeting / AGM**") convened through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") in respect of the below mentioned resolutions considered at the AGM of the Company held on September 12, 2023 at the deemed venue of the Meeting at SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana 122001 as per Notice dated July 26, 2023.

Pursuant to the General Circular Nos. 14/2020, 17/2020, and 20/2020 dated April 08 2020, April 13, 2020 and May 05, 2020 respectively and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 read with the SEBI's Master Circular No. SEBI/HO/CFD/POD2/CIR/P/2023/120 dated July 11, 2023 (hereinafter referred to as "relevant circulars"), the Company has sent the Annual Report including Notice of the 37<sup>th</sup> AGM only through e-mail in compliance with above-mentioned relevant applicable circulars to those Members whose names appeared in the register of members of the Company as on August 04, 2023 and whose email IDs registered with the Company/ Depositories ('DPs'). The Company has given an additional facility to the Members to register their e-mail addresses with the Company/DPs by giving newspaper advertisement August 11, 2023 in "Financial Express" in English Language and in "Jansatta" in Regional language in terms of relevant circulars. The Company had also given the newspaper advertisement dated August 19, 2023 in "Financial Express" in English Language and in "Jansatta" in Regional language as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, confirming on the completion of dispatch of Notice of AGM to the Shareholders.

The Company has appointed National Securities Depository (India) Limited ("**NSDL**") for providing the electronic voting facility for conducting electronic voting at AGM by the Members of the Company.

The remote e-voting period commenced on Friday, September 08, 2023 (9:00 A.M. IST) and closed on Monday, September 11, 2023 (5:00 P.M. IST) and the NSDL e-voting platform was blocked thereafter and then reopened and kept open during the AGM till 2:02 P.M.



Further, the e-voting was announced for the Members who attended the Meeting but have not cast their vote through remote e-voting.

The Members holding shares as on "**Cut-off date**" i.e. Tuesday, September 5, 2023 were entitled to vote on the proposed resolutions as set out in the Notice of the AGM, and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the electronic voting for the Meeting.

Subsequently, the remote e-voting was unblocked on September 12, 2023 around 02:19 P.M. in the presence of two witnesses, Mr. Ishaan Sharma R/o N-43, Kirti Nagar, Delhi-110015 and Mr. Abhishek Nath R/o. P-4/30 DLF Phase-II, Sector 25, Gurgaon-122002, who are not in the employment of the Company.

The votes cast through e-voting, which were incomplete and/ or otherwise found defective, have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made thereunder relating to electronic voting on the resolutions contained in the Notice of the AGM.

My responsibility as scrutinizer for electronic voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolutions in a fair and transparent manner.

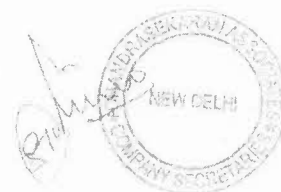
Based on the data downloaded from the official website of NSDL for the electronic voting, we now submit our consolidated report thereon.



A. The result of the voting is as under:

1) To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2023 and Reports of Board of Directors and Auditors thereon (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	492	140,848,124	4	21,345	496	140,869,469
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members partially not exercised their votes	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>492</b>	<b>140,848,124</b>	<b>4</b>	<b>21,345</b>	<b>496</b>	<b>140,869,469</b>



# CHANDRASEKARAN ASSOCIATES

Continuation.....

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	
Favour	477	140,847,813	4	21,345	481	140,869,158	99.9998
Against	15	311	0	0	15	311	0.0002
<b>Total</b>	<b>492</b>	<b>140,848,124</b>	<b>4</b>	<b>21,345</b>	<b>496</b>	<b>140,869,469</b>	<b>100.00</b>



2) To declare a final dividend of Rs. 3/- per equity share (Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	495	140,856,247	4	21,345	499	140,877,592
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members partially not exercised their votes	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	<b>495</b>	<b>140,856,247</b>	<b>4</b>	<b>21,345</b>	<b>499</b>	<b>140,877,592</b>



# CHANDRASEKARAN ASSOCIATES

Continuation.....

Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	Number of member(s) voted	Votes Cast by them	
Favour	480	140,855,936	4	21,345	484	140,877,281	99.9998
Against	15	311	0	0	15	311	0.0002
<b>Total</b>	<b>495</b>	<b>140,856,247</b>	<b>4</b>	<b>21,345</b>	<b>499</b>	<b>140,877,592</b>	<b>100.00</b>



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 Resolution):

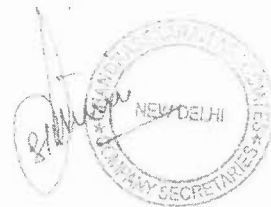
	Particulars	REMOTE E-VOTING		E-VOTING AT AGM		Total	
		Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them	Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	495	141,320,273	4	21,345	499	141,341,618
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members partially not exercised their votes	6*	472,149*	0	0	6*	472,149*
	<b>No. of Valid Votes Cast</b>	<b>495*</b>	<b>140,848,124*</b>	<b>4</b>	<b>21,345</b>	<b>499*</b>	<b>140,869,469*</b>



Particulars	REMOTE E-VOTING		E-VOTING AT AGM		TOTAL		% of total number of valid votes cast
	Number of member (s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	Number of member (s) voted	Votes Cast by them	
Favour	387	132,516,388	4	21,345	391	132,537,733	94.0855
Against	108	8,331,736	0	0	108	8,331,736	5.9145
<b>Total</b>	<b>495*</b>	<b>140,848,124*</b>	<b>4</b>	<b>21,345</b>	<b>499*</b>	<b>140,869,469*</b>	<b>100.00</b>

**\*Note:**

3(Three) members holding 472,149 equity shares voted twice. Firstly, these members partially exercised votes for 465814 equity shares in favour and not exercised vote for 6,335 equity shares, Thereafter, these members' exercised votes for 6,335 equity shares by voting against the resolution. Accordingly, these members and their votes have been counted twice.





B. The Chairman or any other person authorised by him may accordingly declare the result thereof.

C. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking you,  
Yours faithfully,

**Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 4186/2023



Shashikant Tiwari  
Partner

Membership No: F11919

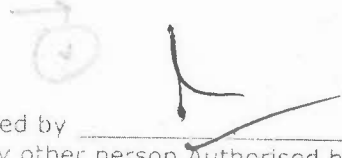
CP No. 13050

UDIN: F011919E000998718



Place: Delhi

Date: 13.09.2023



Counter-signed by \_\_\_\_\_  
(Chairman or any other person Authorised by  
the Chairman of the Company)