

**BSE Limited**  
P.J. Tower,  
Dalal Street, Fort,  
Mumbai - 400 001

**The National Stock Exchange of India Ltd.**  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400 051

Dear Sir/Madam,

**Sub: Passing of Special Resolutions by Postal Ballot**

In continuation of our letter dated February 8, 2019 titled 'Notice of Postal Ballot, we wish to inform you that based on the Postal Ballot Forms received / e-Voting from the members of the Company and as per the Scrutinizer's Report dated March 12, 2019, the Special Resolutions set out in the Notice of Postal Ballot dated January 18, 2019, have been declared as passed with the requisite majority, through Postal Ballot (including e-Voting). A summary of the votes received on the Special Resolutions are given below:

PARTICULARS	VOTING DETAILS			
	Item No. 1	Item No. 2	Item No. 3	Item No. 4
Item Nos. of Notice of Postal Ballot dated January 18, 2019	(Approval for continuation of Mr. Raj Kumar Bhargava (DIN: 00016949) as an Independent Director of the Company)	(Approval for continuation of Mr. Debi Prasad Bagchi (DIN: 00061648) as an Independent Director of the Company)	(Approval for re-appointment of Mr. Raj Kumar Bhargava (DIN: 00016949) as an Independent Director of the Company)	(Approval for re-appointment of Mr. Debi Prasad Bagchi (DIN: 00061648) as an Independent Director of the Company)
Type of Resolution	Special Resolution	Special Resolution	Special Resolution	Special Resolution
Total Postal Ballot Forms received / e-Voting	473	471	472	471
Less: Invalid Postal Ballot Forms / e-Voting	0	0	0	0
Valid Postal Ballot Forms / e-Voting	473	471	472	471
Total Number of Valid votes	120065281	120064491	120064493	120063493
Total Number of Invalid votes	0	0	0	0
Votes in favour of the Resolution	115930936	115934332	115859609	115862785
Votes against the Resolution	4134345	4130159	4204884	4200708
Percentage of Votes in favour of Resolution	96.56%	96.56%	96.50%	96.50%

We enclose the disclosures regarding re-appointments of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as the Independent Directors as per the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') in Annexure-A alongwith the Scrutinizer's Report.

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

**Details for re-appointments of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as an Independent Directors of the Company for second terms**

Sr. No.	Particulars	Mr. Raj Kumar Bhargava	Mr. Debi Prasad Bagchi
1	Reason for change viz. appointment, resignation, removal, death or otherwise	<p>Mr. Raj Kumar Bhargava has been appointed as Independent Director of the Company, at the Annual General Meeting ('AGM') held on August 1, 2014, for a period of five years.</p> <p>Pursuant to the provisions of the Listing Regulations read with the SEBI's Notification dated May 9, 2018, he will be eligible to continue/appoint as an Independent Director only on approval of members of the Company by a special resolution as his age will exceed 75 years as on April 1, 2019.</p> <p>In view of the above, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, had recommended the re-appointment of Mr. Bhargava for the second term effective from the conclusion of the 33<sup>rd</sup> AGM of the Company to be held in the Calendar Year 2019 or from August 1, 2019, whichever is earlier upto the conclusion of the 36<sup>th</sup> AGM of the Company to be held in the Calendar Year 2022.</p> <p>The members of the Company have approved the said re-appointment (including continuation as an Independent Director on/after April 1, 2019 and till expiry of current tenure) of Mr. Bhargava by passing Special Resolutions through Postal Ballot (vide Notice of Postal Ballot dated January 18, 2019).</p>	<p>Mr. Debi Prasad Bagchi has been appointed as Independent Director of the Company, at the Annual General Meeting ('AGM') held on August 1, 2014, for a period of five years.</p> <p>Pursuant to the provisions of the Listing Regulations read with the SEBI's Notification dated May 9, 2018, he will be eligible to continue/appoint as an Independent Director only on approval of members of the Company by a special resolution as his age will exceed 75 years as on April 1, 2019.</p> <p>In view of the above, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, had recommended the re-appointment of Mr. Bagchi for the second term effective from the conclusion of the 33<sup>rd</sup> AGM of the Company to be held in the Calendar Year 2019 or from August 1, 2019, whichever is earlier upto the conclusion of the 36<sup>th</sup> AGM of the Company to be held in the Calendar Year 2022.</p> <p>The members of the Company have approved the said re-appointment (including continuation as an Independent Director on/after April 1, 2019 and till expiry of current tenure) of Mr. Bagchi by passing Special Resolutions through Postal Ballot (vide Notice of Postal Ballot dated January 18, 2019).</p>
2	Date of appointment / cessation (as applicable) & term of appointment	Please refer Point 1 above.	Please refer Point 1 above.
3	Brief profile (in case of appointment)	Mr. Raj Kumar Bhargava, a B.A. (Hon.) and M.A. is a retired IAS officer.	Mr. Debi Prasad Bagchi, retired as Chief Secretary to the Government of Orissa. He is MA (Economics) and M.Phil in Public Administration.

## Kajaria Ceramics Limited



		<p>He is an Independent Director and joined the Board of the Company on 9<sup>th</sup> November, 1998. He is Chairman of Audit Committee of the Company. He has served as Industry Secretary, Finance Secretary, Irrigation &amp; Power Secretary and Chief Secretary in U.P. He has also served Government of India as Jt. Secretary Petroleum, Jt. Secretary Industries, Secretary Home and Secretary Urban Development. He has wide experience in industry, finance and infrastructure.</p> <p>He also serves on the Boards of several companies.</p>	<p>He had served the Government of India as JS, AS and Secretary. He is an Independent Director and joined the Board of the Company on 29<sup>th</sup> June, 2007. He is a Chairman of the Nomination and Remuneration Committee and a member of the Audit Committee of the Company.</p> <p>He has rich experience in General Administration, Management Strategy, Government Industry Relationship and Corporate Governance.</p> <p>He also serves on the Boards of several companies.</p>
4	<p><b>Disclosure of relationships between Directors (in case of appointment of a director)</b></p>	<p>Mr. Raj Kumar Bhargava is not related to any Directors of the Company.</p>	<p>Mr. Debi Prasad Bagchi is not related to any Directors of the Company.</p>

Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi, are not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority as required under the circular dated June 20, 2018 issued by BSE Limited and National Stock Exchange of India Limited.

There is no change in the Directors of the Company, only above existing Independent Directors are being re-appointed for second term.



## Kajaria Ceramics Limited

**Scrutinizer's Report**

To,

The Chairman

**Kajaria Ceramics Limited**

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

**Scrutinizer's Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolution(s) contained in the Notice dated January 18, 2019 through Postal Ballot Process.**

Dear Sir,

I, Shashikant Tiwari, Partner of M/s Chandrasekaran Associates, have been appointed as a Scrutinizer by the Board of Directors of Kajaria Ceramics Limited for scrutinizing Postal Ballot voting including remote e-voting in respect of the passing of the resolution contained in the Notice dated January 18, 2019 ("Notice") through Postal Ballot Process.

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 and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot voting including remote e-voting. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolution(s) contained in the Notice, based on the reports generated from e-voting system provided by National Securities Depository Limited ("NSDL"), the authorised agency engaged by the Company to provide remote e-voting facilities and scrutiny of the physical postal ballots received till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. on Monday, March 11, 2019.

I submit my report as under:

1. After the time fixed for closing of the remote e-voting, i.e. 5:00 P.M. on Monday, March 11, 2019, a final electronic report was generated by accessing the data available to me from the website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) of NSDL. The data regarding the remote e-voting was diligently scrutinized.
2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. on or before 5:00 P.M. on Monday, March 11, 2019 through self-addressed business reply envelope, were diligently scrutinized and reconciled with the records maintained by the Company through MCS Share Transfer Agent Limited, the Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
3. The votes were unblocked on Monday, 11<sup>th</sup> March, 2019 around 5.30 p.m. in the presence of two witnesses, Mr. Akash Goyal R/o, F-139, F-Block, Prashant Vihar, Sector-14, Rohini, New Delhi-110085 and Ms. Varuna Mittal R/o 309, Navada Bazar, Najafgarh, New Delhi-110043 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

11-F, Pocket-IV, Mayur Vihar Phase-I, Delhi-110 091.  
Phone : 2271 0514, 2271 3708, E-mail : [info@cacsindia.com](mailto:info@cacsindia.com), visit us at : [www.cacsindia.com](http://www.cacsindia.com)



who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Atash Goyal*  
Mr. Akash Goyal

*Varuna*  
Ms. Varuna Mittal

The result of the scrutiny of the above postal ballot voting including remote e-voting in respect of passing of the resolution contained in the Notice is as under:

**1. APPROVAL FOR CONTINUATION OF MR. RAJ KUMAR BHARGAVA (DIN: 00016949) AS AN INDEPENDENT DIRECTOR OF THE COMPANY (As a Special Resolution)**

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	455	119993918	18	72122	473	120066040
Less:	Total No. of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	1*	759	1*	759
	No. of Valid Votes Cast	<b>455</b>	<b>119993918</b>	<b>17*</b>	<b>71352</b>	<b>472*</b>	<b>120065270</b>

\*1 Member who holds 760 shares partially exercised his voting rights for 1 share only and not exercised his voting right for 759 shares.

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	401	115859584	12	71352	413	115930936	96.56%
Against	54	4134334	6	11	60	4134345	3.44%
Total	<b>455</b>	<b>119993918</b>	<b>18</b>	<b>71363</b>	<b>473</b>	<b>120065281</b>	100.00%



**2. APPROVAL FOR CONTINUATION OF MR. DEBI PRASAD BAGCHI (DIN: 00061648) AS AN INDEPENDENT DIRECTOR OF THE COMPANY (As a Special Resolution)**

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	453	119993128	18	72122	471	120065250
Less:	Total No. of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	1*	759*	1*	759
	No. of Valid Votes Cast	<b>453</b>	<b>119993128</b>	<b>17*</b>	<b>71352</b>	<b>470*</b>	<b>120064480</b>

\*1 Member who holds 760 shares partially exercised his voting rights for 1 share only and not exercised his voting right for 759 shares.

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	401	115862980	12	71352	413	115934332	96.56%
Against	52	4130148	6	11	58	4130159	3.44%
Total	<b>453</b>	<b>119993128</b>	<b>18</b>	<b>71363</b>	<b>471</b>	<b>120064491</b>	100.00%

**3. APPROVAL FOR RE-APPOINTMENT OF MR. RAJ KUMAR BHARGAVA (DIN: 00016949) AS AN INDEPENDENT DIRECTOR OF THE COMPANY (As a Special Resolution)**

	Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	454	119993130	18	72122	472	120065252



	Total No. of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	1*	759	1*	759
	No. of Valid Votes Cast	<b>454</b>	<b>119993130</b>	<b>17*</b>	<b>71352</b>	<b>471*</b>	<b>120064482</b>

\*1 Member who holds 760 shares partially exercised his voting rights for 1 share only and not exercised his voting right for 759 shares.

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	397	115788257	12	71352	409	115859609	96.50%
Against	57	4204873	6	11	63	4204884	3.50%
Total	<b>454</b>	<b>119993130</b>	<b>18</b>	<b>71363</b>	<b>472</b>	<b>120064493</b>	100.00%

**4. APPROVAL FOR RE-APPOINTMENT OF MR. DEBI PRASAD BAGCHI (DIN: 00061648) AS AN INDEPENDENT DIRECTOR OF THE COMPANY (As a Special Resolution)**

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL	
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
Total No. of Members & Shares held by them	453	119992130	18	72122	471	120064252
Less: Total No. of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less: Total No. of Members & Votes not exercised/Partially exercised	0	0	1*	759	1*	759
No. of Valid Votes Cast	<b>453</b>	<b>119992130</b>	<b>17*</b>	<b>71352</b>	<b>470*</b>	<b>120063482</b>

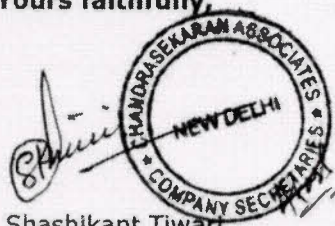


\*1 Member who holds 760 shares partially exercised his voting rights for 1 share only and not exercised his voting right for 759 shares.

Particulars	E-VOTING		PHYSICAL BALLOT		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them	
Favour	398	115791433	12	71352	413	115862785	96.50%
Against	55	4200697	6	11	61	4200708	3.50%
<b>Total</b>	<b>453</b>	<b>119992130</b>	<b>18</b>	<b>71363</b>	<b>471</b>	<b>120063493</b>	100.00%

- This report is based on register of voting, i.e. vote cast through remote e-voting and voting through postal ballot.
- The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signed the Minutes

Thanking You,  
Yours faithfully,



Shashikant Tiwari  
Partner  
M/s Chandrasekaran  
Associates  
Membership No.: 28994  
CP No.: 13050

Place: Delhi  
Date: 12.03.2019

Countersigned by:  
For **KAJARIA CERAMICS LIMITED**




Chairman / Person authorised by him



March 12, 2019

## 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, approvals of the members of the Company were sought by way of Special Resolutions for the businesses set out in the Notice of Postal Ballot dated January 18, 2019, through Postal Ballot (including e-Voting). As per the Scrutinizer's Report dated March 12, 2019, the results of Postal Ballot (Postal Ballot Forms and e-Voting) are as follows:

PARTICULARS	VOTING DETAILS			
	Item No. 1	Item No. 2	Item No. 3	Item No. 4
Item Nos. of Notice of Postal Ballot dated January 18, 2019	(Approval for continuation of Mr. Raj Kumar Bhargava (DIN: 00016949) as an Independent Director of the Company)	(Approval for continuation of Mr. Debi Prasad Bagchi (DIN: 00061648) as an Independent Director of the Company)	(Approval for re-appointment of Mr. Raj Kumar Bhargava (DIN: 00016949) as an Independent Director of the Company)	(Approval for re-appointment of Mr. Debi Prasad Bagchi (DIN: 00061648) as an Independent Director of the Company)
Type of Resolution	Special Resolution	Special Resolution	Special Resolution	Special Resolution
Total Postal Ballot Forms received / e-Voting	473	471	472	471
Less: Invalid Postal Ballot Forms / e-Voting	0	0	0	0
Valid Postal Ballot Forms / e-Voting	473	471	472	471
Total Number of Valid votes	120065281	120064491	120064493	120063493
Total Number of Invalid votes	0	0	0	0
Votes in favour of the Resolution	115930936	115934332	115859609	115862785
Votes against the Resolution	4134345	4130159	4204884	4200708
Percentage of Votes in favour of Resolution	96.56%	96.56%	96.50%	96.50%

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



For Kajaria Ceramics Limited

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

Place: New Delhi  
Date: March 12, 2019

## Kajaria Ceramics Limited