



28.08.2018

**BSE Limited**  
P. J. Tower, Dalal Street,  
Fort, Mumbai-400001

**National Stock Exchange of India Ltd.**  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (E), Mumbai-400051

Dear Sir/ Madam,

**Sub: Proceedings of 32<sup>nd</sup> Annual General Meeting of Kajaria Ceramics Limited**

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the proceedings of the 32<sup>nd</sup> Annual General Meeting of the Company held on Monday, August 27, 2018 at Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon-122001, Haryana.

Kindly take the above information on record.

Thanking You,

Yours faithfully,  
For Kajaria Ceramics Limited

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



Encl.: As above

## Kajaria Ceramics Limited



## SUMMARY OF PROCEEDINGS OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING OF KAJARIA CERAMICS LIMITED HELD ON MONDAY, AUGUST 27, 2018

The 32<sup>nd</sup> Annual General Meeting ('AGM') of Kajaria Ceramics Limited ('the Company') was held on Monday, August 27, 2018 at 3:00 P.M. at Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon-122001, Haryana.

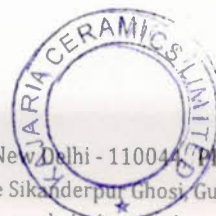
### Directors Present:

Mr. Ashok Kajaria	-	Chairman & Managing Director
Mr. Chetan Kajaria	-	Joint Managing Director
Mr. Rishi Kajaria	-	Joint Managing Director
Mr. B.K. Sinha	-	Director- Technical
Mr. Dev Datt Rishi	-	Non-Executive Director
Mr. D.P. Bagchi	-	Independent Director & Chairman of Nomination and Remuneration Committee
Mr. H.Rathnakar Hegde	-	Independent Director
Mr. R.R.Bagri	-	Independent Director & Chairman of Stakeholders Relationship Committee
Mr. R.K.Bhargava	-	Independent Director & Chairman of Audit Committee

### In Attendance:

Mr. R.C. Rawat	-	COO (A&T) & Company Secretary
Mr. Sanjeev Agarwal	-	Chief Financial Officer
Mr. Neeraj Sharma	-	Partner, Walker Chandiook & Co LLP (Statutory Auditors)
Dr. S. Chandrasekaran	-	Senior Partner, Chandrasekaran Associates (Secretarial Auditors)

1. Mr. Ashok Kajaria presided over the meeting. He welcomed all the members and invitees present at the AGM.
2. As the requisite quorum was present, the Chairman called the meeting to order. He stated that Annual Report for the year 2017-18 alongwith Notice for the AGM was dispatched to all members of the Company through permitted mode.
3. The Chairman announced that the Register of Directors & Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which Directors were interested and other documents as referred in the AGM Notice were available for inspection by the members during the meeting.
4. The Chairman, then, briefly introduced the Directors, Key Managerial Personnel and Auditors of the Company sitting on the dias. The members were informed that Mrs. Sushmita Singha, Independent Director of the Company could not be





present at the AGM due to their personal exigencies. The Chairman further informed the members that the Chairman of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee were present at the AGM.

5. With the permission of the members present, the Notice convening the AGM, Directors' Report and related documents were taken as read.
6. The Chairman addressed the members about the significant developments of the Company. He briefed about the performance of the Company during the financial year 2017-18 and future prospects of the tile industry and the Company. He also informed the members about the results for the 1<sup>st</sup> quarter of the current financial year 2018-19.
7. The Chairman concluded his speech by thanking the members, the employees, his colleagues on the Board and all the stakeholders for their continued support.
8. The members were informed that there are no qualifications, observations, comments, disclaimer or adverse remarks in the Auditors' Report and the Secretarial Audit Report, which have any adverse effect on the functioning of the Company.
9. The Chairman advised that the members may seek clarification, if any, pertaining to the Company's Audited Accounts and operations. The queries raised by members on the Company's operations and financial statements for the year ended March 31, 2018, were answered by the Chairman to the satisfaction of the members.
10. The Chairman, then, briefed the objectives and implications of the Ordinary and Special Businesses set out in the AGM notice.
11. The following businesses were considered at the AGM:

S. No.	Particulars	Type of Resolution
<b>Ordinary Business</b>		
1.	To receive, consider and adopt Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 and Reports of the Board of Directors and Auditors thereon	Ordinary Resolution

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2.	To declare a dividend of Rs. 3/- per equity share	Ordinary Resolution
3.	To re-appoint Mr. Chetan Kajaria (DIN: 00273928), who retires by rotation	Ordinary Resolution
4.	To re-appoint Mr. Rishi Kajaria (DIN: 00228455), who retires by rotation	Ordinary Resolution
5.	To ratify appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration	Ordinary Resolution
<b>Special Business</b>		
6.	To re-appoint Mr. Chetan Kajaria (DIN: 00273928) as Joint Managing Director of the Company	Special Resolution
7.	To re-appoint Mr. Rishi Kajaria (DIN: 00228455) as Joint Managing Director of the Company	Special Resolution
8.	To re-appoint Mr. H. Rathnakar Hegde (DIN: 05158270) as Independent Director of the Company	Special Resolution

12. The Chairman informed that the Company had provided Electronic Voting Facility ('remote e-Voting') which commenced on Friday, August 24, 2018 (9:00 a.m. IST) and ended on Sunday, August 26, 2018 (5:00 p.m. IST) for the all resolutions set out in the Notice of the AGM.

13. The members present at the AGM who were eligible to cast votes and had not cast their votes electronically were provided an opportunity to cast their vote through Physical Ballot. He further informed that there would be no voting by show of hands.

14. The Chairman informed that the Board of Directors had appointed Dr. S. Chandrasekaran, Practicing Company Secretary as Scrutinizer to conduct the electronic and physical voting in a fair and transparent manner. The Scrutinizer would consolidate the results of remote e-voting and physical ballots voting at the AGM and then submit his report.



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15. The results shall be declared within the time permissible under the applicable laws. The results declared alongwith the Scrutinizer's Report would be placed on the website of the Company and website of National Securities Depository Limited. The same shall also be communicated to the stock exchanges and displayed the Registered Office and the Corporate Office of the Company.
16. The Chairman concluded his address by thanking the members, its employees, his colleagues on the Board and all the stakeholders for their continued support. Further, he extended his sincere thanks to the attendees for attending the AGM and declared the meeting as closed.

## Kajaria Ceramics Limited