

**The Chairman & Managing Director  
KAJARIA CERAMICS LIMITED  
SF-11, SECOND FLOOR, JMD REGENT PLAZA  
MEHRAULI GURGAON ROAD, VILLAGE SIKANDERPUR GHOSI  
GURGAON, Haryana -122001**

Dear Sir,

1. The Company has appointed me as a Scrutinizer vide letter dated 27<sup>th</sup> July 2015 for conducting the postal ballot voting process in a fair & transparent manner.
2. The Company completed the dispatch of Postal Ballot Notice to its Members on 31<sup>st</sup> July 2015, through, courier service and e-mail of the respective shareholders registered with the Company.
3. The Company published an advertisement regarding completion of dispatch of Postal Ballot Notice in Financial Express (English) and Jansatta (Hindi).
4. Particulars of all the Postal Ballot forms and e-voting received from the shareholders have been entered in the Register maintained separately for the purpose.
5. The Postal Ballot forms were kept under my safe custody.
6. The Postal Ballot forms were duly opened in the presence of Mr. Shashikant Tiwari.
7. All Postal Ballot forms and e-voting received up to the close of working hours on 02<sup>nd</sup> September 2015, (6:00 P.M.), the last date and time fixed by the company for receipt of the forms and e voting were considered for my scrutiny.
8. The shareholders exercised their voting either by electronic or physical mode. Shareholders opting for e-voting facility, casted their votes, via NSDL on the designated web site [www.evoting.nsdl.com](http://www.evoting.nsdl.com), there was no shareholder who opted for both the facilities.
9. Envelopes containing postal ballot forms received after the close of working hours on 02<sup>nd</sup> September 2015, if any, were not considered for my scrutiny.
10. I did not find any defaced or mutilated ballot paper.
11. The following resolution was recommended as a Special Resolution and marked as Agenda Item No. 1 & 2 as per the Postal Ballot Notice dated 29<sup>th</sup> July 2015.



**ITEM NO. 1****TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF THE COMPANY:**

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the jurisdictional Registrar of Companies, and such other approvals, permissions and sanctions, as may be required from time to time and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board" which terms shall include any of its duly authorised Committees or one or more Director(s)) is authorised to accept as it may deem fit, Clause III A (Object Clause) of the memorandum of Association of the Company, in relation to the main objects to be pursued by the Company on Incorporation, be and is hereby amended and replaced to read as under:

**Clause IIIA:** The objects to be pursued by the Company on its incorporation are:-

1. To carry on trade or business to manufacture, produce, buy, sell, import, export and otherwise generally deal in any kinds and description of tiles including ceramic, polished vitrified, glazed vitrified and unglazed tiles for domestic, commercial, industrial and outdoor applications for walls, floor and roofings, sewer pipes, drain pipes, concrete pipes and pipes of all descriptions and all kinds acidic, basic, high alumina, high silica, high grog and natural other and all other types, shapes and sizes of refractories and ceramics and all chemical formulations, organic or inorganic descriptions and categories for use in steel plants, mini-steel plants, furnaces, power houses and all kinds of industries, research, development and for any other use or purpose and for that purpose to set up all plants and machinery and related equipments including oil, fired or gas fired rotating calcining kilns and other ovens and to carry all business for the manufacture of all kinds and descriptions of refractories and ceramics, all kinds of bathware & sanitarywares (including bathware & sanitarywares made of plastic, fibreglass or any other synthetic products) glass and glasswares, china, terracotta, porcelain products, bricks, building material, vinyl, vinyl asbestos and solid vinylware, adhesive vinyl covebase, poles, blocks, lime, limestone, crockery, pottery, tablewares hotelwares, decorative wares, gardenwares, earthenwares, stonewares, pressedwares tiles, pottery, pipes, insulators of all descriptions and/or products thereof and all kinds of cement (ordinary white coloured Portland alumina heat furnaces, silica), cement products.
2. To purchase, take / give on lease or otherwise acquire/ sold freehold and other lands, properties, mines, mining rights and metalliferous land and any interest therein and to explore, exercise, develop and



turn to account the same and to crush, smelt, calcine, refine, dress, raise, get win, fabricate, grind, amalgamate, manipulate and prepare for market, purchase, sell and otherwise deal in ore, mineral sands, stones, artificial stones, metal and mineral substances of all kinds and to carry on any other operations in connection therewith.

3. To carry on all or any of the business of producers, manufacturers, suppliers, distributors, transformers, converters, transmitters, generator, processors, developers, storers, procurers, sellers, carriers and dealers in electricity, all forms of energy (renewable and non-renewable) and any such products and by products derived from such business including without limitation, stream, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy, including without limitation to conventional sources such as heat, thermal, hydel and /or from non-conventional sources such as tidal wave, wind, solar, geothermal, biological, biogas and coal bed methane

**"RESOLVED FURTHER THAT** the existing clause III B and Clause III C of the Memorandum of Association, in relation to the object incidental or ancillary to the attainment of the main object and other objects be and is hereby amended."

**"RESOLVED FURTHER THAT** the existing clause III B of the Memorandum of Association in relation to the objects incidental or ancillary to the attainment of the main objects be replaced with the heading "matters which are necessary for furtherance of the objects specified in clause III (A)".

**"RESOLVED FURTHER THAT** the existing Clause III C of the Memorandum of Association in relation to the other objects be completely deleted

**RESOLVED FURTHER THAT** the clause numbers in existing Clause III B be re-numbered pursuant to the above amendments and necessary corrections be made to spelling errors, grammatical errors, typographical errors as may be required in the existing clause III B of the Memorandum of Association and thereby replacing the earlier sections of the companies Act, 1956 with the new corresponding sections of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to take such steps and to do such acts, deeds, matters and things as they may deem necessary and proper in this matter."



A summary of postal ballot forms received is given below:

<b>Particulars</b>	<b>Total No. of shares (Through Postal Ballot Forms and E-Voting)</b>	<b>Percentage (%)</b>
Total number of votes received	50809764	100.00
Less: No. of Invalid Votes Cast	130000	0.26
Less: No. of Votes not Polled	3610	0.00
Net valid number of votes cast	50676154	99.74
Total number of votes which have been cast in favour of the Resolution	50675747	100.00 (approx)
Total number of votes which have been cast against the Resolution	407	0.00

**ITEM NO. 2**

**TO ALTER THE LIABILITY CLAUSE OF THE MEMORANDUM OF THE COMPANY:**

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such approvals, permissions and sanction, as may be required from time to time and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board" which terms shall include any of its duly authorised Committees or one or more Director(s)) is authorised to accept as it may deem fit, Clause IV (Liability Clause) of the memorandum of Association of the Company, be and is hereby amended and replaced to read as under:

**Clause IV:**

The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."



A summary of postal ballot forms received is given below:

<b>Particulars</b>	<b>Total No. of shares (Through Postal Ballot Forms and E-Voting)</b>	<b>Percentage %</b>
Total number of votes received	50809764	100.00
Less: No. of Invalid Votes Cast	130000	0.26
Less: No. of Votes not Polled	4410	0.00
Net valid number of votes cast	50675354	99.74
Total number of votes which have been cast in favour of the Resolution	50671255	100.00 (approx)
Total number of votes which have been cast against the Resolution	4099	0.00

Date-05.09.2015  
Place- New Delhi



**Rupesh Agarwal**  
Partner,  
Chandrasekaran Associates  
Practicing Company Secretaries  
Membership No. 16302  
CP No. 5673