



29.08.2018

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

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

Dear Sir / Madam,

Sub: Results of the 32nd Annual General Meeting ('AGM') of Kajaria Ceramics Limited pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation')

In continuation of our letter dated August 28, 2018, we enclose herewith the following with respect to the 32nd AGM of the Company held on Monday, August 27, 2018 at 3:00 p.m. at Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon – 122001:

1. Voting results of the above said AGM of the Company (*Annexure – A*)
2. Combined Scrutinizer Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. (*Annexure - B*)
3. Mr. Chetan Kajaria and Mr. Rishi Kajaria have been re-appointed as the Joint Managing Directors of the Company for a further period of 3 years effective from April 1, 2018 to March 31, 2021. Details pursuant to Regulation 30 of the Listing Regulations are given in *Annexure-C*.
4. Mr. H. Rathnakar Hegde has been re-appointed as the Independent Director of the Company for the further period of consecutive 5 years w.e.f. April 1, 2019 to March 31, 2024. Details pursuant to Regulation 30 of the Listing Regulations are given in *Annexure- D*.

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



August 29, 2018

**Declaration of Results of voting of
 32nd 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, the 32nd Annual General Meeting ('AGM') of the Company was held on August 27, 2018 for considering the items mentioned in the AGM notice dated May 8, 2018.

As per the Scrutinizer's Report dated August 28, 2018, the results of voting through remote e-voting and ballot papers process are as follows:

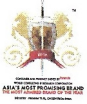
PARTICULARS	VOTING DETAILS							
	Item No. 1	Item No. 2	Item No. 3	Item No. 4	Item No. 5	Item No. 6	Item No. 7	Item No. 8
Item No. of AGM Notice dated May 8, 2018								
Type of Resolution	Ordinary Resolution	Ordinary Resolution	Ordinary Resolution	Ordinary Resolution	Ordinary Resolution	Special Resolution	Special Resolution	Special Resolution
Total Number of Votes	119505057	120969007	120969041	120968866	120969041	118241566	118241195	118194439
Total Number of Invalid Votes	1040	1040	1040	1040	1040	1040	1040	1040
Valid Votes not exercised by members	245	15	15	15	15	15	15	15
Total Number of Valid Votes	119503772	120967952	120967986	120967811	120967986	118240511	118240140	118193384
Votes in favour of the Resolution	119503569	120967914	115387752	115387447	120345753	118206342	118205971	100531818
Votes against the Resolution	203	38	5580234	5580364	622233	34169	34169	17661566
Percentage of Votes in favour of Resolution	100.00	100.00	95.39	95.39	99.49	99.97	99.97	85.06

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

For Kajaria Ceramics Limited




Ashok Kajaria
 Chairman & Managing Director



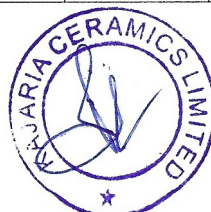
Voting results of the 32nd Annual General Meeting of the Company held on Monday, August 27, 2018 pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM (Annual General Meeting)	August 27, 2018	
Total number of shareholders on record date (i.e. August 20, 2018)	70233	
No. of shareholders present in the meeting either in person or through Proxy	Promoter and Promoter Group	Public
	16	119
No. of shareholders attended the meeting through video conferencing	Promoter and Promoter Group	Public
	NA	NA

Details of the Agenda:

Agenda Item No. 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
Resolution required	Ordinary Resolution
Whether promoter / promoter group are interested in the Agenda / resolution	No

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	75626231	75626231	100.00	75626231	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		75626231	75626231	100.00	75626231	0	100.00
Public-Institutions	E-Voting	39092110	28730508	73.49	28730508	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		39092110	28730508	73.49	28730508	0	100.00





Public- Non-Institutions	E-Voting	44231959	15134131	34.22	15133928	203	100.00	0.00
	Poll		14187	0.03	12902	0.00	90.94	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		44231959	15148318	34.25	15146830	203	100.00
Total		158950300	119505057	75.18	119503569	203	100.00	0.00

Agenda Item No. 2	To declare Dividend on Equity Shares (Rs. 3 per Equity Share of Re. 1 each)
Resolution required	Ordinary Resolution
Whether promoter / promoter group are interested in the Agenda / resolution	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75626231	75626231	100.00	75626231	0	100.00	0.00
	Poll		0	0.00	0.00	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		75626231	75626231	100.00	75626231	0	100.00
Public-Institutions	E-Voting	39092110	29663225	75.88	29663225	0	100.00	0.00
	Poll		0	0.00	0.00	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		39092110	29663225	75.88	29663225	0	100.00
Public- Non-Institutions	E-Voting	44231959	15665364	35.42	15665326	38	100.0	0.00
	Poll		14187	0.03	13132	0	92.56	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		44231959	15679551	35.45	15678458	38	99.99
Total		158950300	120969007	76.10	120967914	38	100.00	0.00

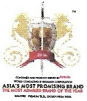




Agenda Item No. 3	To re-appoint Mr. Chetan Kajaria (DIN: 00273928), who retires by rotation
Resolution required	Ordinary Resolution
Whether promoter / promoter group are interested in the Agenda / resolution	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75626231	75626231	100.00	75626231	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		75626231	75626231	100.00	75626231	0	100.00
Public-Institutions	E-Voting	39092110	29663225	75.88	24083649	5579576	81.19	18.81
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		39092110	29663225	75.88	24083649	5579576	81.19
Public- Non-Institutions	E-Voting	44231959	15665398	35.42	15664740	658	100.00	0.00
	Poll		14187	0.03	13132	0	92.56	0.00
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		44231959	15679585	35.45	15677872	658	99.99
Total		158950300	120969041	76.10	115387752	5580234	95.39	4.61





Agenda Item No. 4	To re-appoint Mr. Rishi Kajaria (DIN: 00228455), who retires by rotation
Resolution required	Ordinary Resolution
Whether promoter / promoter group are interested in the Agenda / resolution	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75626231	75626231	100.00	75626231	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		75626231	75626231	100.00	75626231	0	100.00
Public-Institutions	E-Voting	39092110	29663225	75.88	24083649	5579576	81.19	18.81
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		39092110	29663225	75.88	24083649	5579576	81.19
Public- Non-Institutions	E-Voting	44231959	15665223	35.42	15664435	788	99.99	0.01
	Poll		14187	0.03	13132	0	92.56	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		44231959	15679410	35.45	15677567	788	99.99
Total		158950300	120968866	76.10	115387447	5580364	95.39	4.61





Agenda Item No. 5	To ratify appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration
Resolution required	Ordinary Resolution
Whether promoter / promoter group are interested in the Agenda / resolution	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75626231	75626231	100.00	75626231	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		75626231	75626231	100.00	75626231	0	100.00
Public-Institutions	E-Voting	39092110	29663225	75.88	29041202	622023	97.90	2.10
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		39092110	29663225	75.88	29041202	622023	97.90
Public- Non-Institutions	E-Voting	44231959	15665398	35.42	15665188	210	100.00	0.00
	Poll		14187	0.03	13132	0	92.56	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		44231959	15679585	35.45	15678320	210	99.99
Total		158950300	120969041	76.10	120345753	622233	99.49	0.51





Agenda Item No. 6	To re-appoint Mr. Chetan Kajaria (DIN: 00273928) as Joint Managing Director of the Company
Resolution required	Special Resolution
Whether promoter / promoter group are interested in the Agenda / resolution	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75626231	75626231	100.00	75626231	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		75626231	75626231	100.00	75626231	0	100.00
Public-Institutions	E-Voting	39092110	29663225	75.88	29663225	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		39092110	29663225	75.88	29663225	0	100.00
Public- Non-Institutions	E-Voting	44231959	12937923	29.25	12903754	34169	99.74	0.26
	Poll		14187	0.03	13132	0	92.56	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		44231959	12952110	29.28	12916886	34169	99.73
Total		158950300	118241566	74.39	118206342	34169	99.97	0.03





Agenda Item No. 7	To re-appoint Mr. Rishi Kajaria (DIN: 00228455) as Joint Managing Director of the Company
Resolution required	Special Resolution
Whether promoter / promoter group are interested in the Agenda / resolution	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75626231	75626231	100.00	75626231	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		75626231	75626231	100.00	75626231	0	100.00
Public-Institutions	E-Voting	39092110	29663225	75.88	29663225	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		39092110	29663225	75.88	29663225	0	100.00
Public- Non-Institutions	E-Voting	44231959	12937552	29.25	12903383	34169	99.74	0.26
	Poll		14187	0.03	13132	0	92.56	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		44231959	12951739	29.28	12916515	34169	99.73
Total		158950300	118241195	74.39	118205971	34169	99.97	0.03





Agenda Item No. 8	To re-appoint Mr. H. Rathnakar Hegde (DIN: 05158270) as Independent Director of the Company
Resolution required	Special Resolution
Whether promoter / promoter group are interested in the Agenda / resolution	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75626231	75626231	100.00	75626231	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total	75626231	75626231	100.00	75626231	0	100.00	0.00
Public-Institutions	E-Voting	39092110	29665073	75.89	15086165	14578908	50.85	49.15
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total	39092110	29665073	75.89	15086165	14578908	50.85	49.15
Public- Non-Institutions	E-Voting	44231959	12888948	29.14	9806290	3082658	76.08	23.92
	Poll		14187	0.03	13132	0	92.56	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total	44231959	12903135	29.17	9819422	3082658	76.10	23.89
Total		158950300	118194439	74.36	100531818	17661566	85.06	14.94





Corporate Actions: Concrete Solutions ©

Annexure-B
CHANDRASEKARAN ASSOCIATES®

COMPANY SECRETARIES

**Scrutinizer's Report on remote e-voting and voting at the Annual
General Meeting**

The Chairman
32nd Annual General Meeting of the Equity Shareholders of
Kajaria Ceramics Limited

Date of Meeting: August 27, 2018

Day of Meeting: Monday

Time of Meeting: At 3:00 p.m.

Venue of the Meeting: Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon,
Haryana-122001

Dear Sir,

I, Dr. S. Chandrasekaran, Senior 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 M/s. Kajaria Ceramics Limited ("Company") for remote e-voting and voting through ballot paper at the 32nd Annual General Meeting ("the Meeting") in respect of the below mentioned resolutions considered at the Meeting of the Equity shareholders of the Company as per notice dated May 8, 2018.

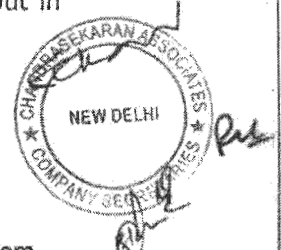
The Notice dated May 8, 2018 convening the Meeting was sent to the shareholders on August 3, 2018 in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on August 27, 2018.

The Company has availed the electronic voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the shareholders of the Company.

The remote e-voting period commenced on Friday, August 24, 2018 at 9:00 am and concluded on Sunday, August 26, 2018 at 5:00 pm.

Further, the Chairman announced the poll through the ballot papers at the Meeting for the Shareholders who attended the meeting but have not cast their vote through remote e-voting.

The shareholders holding shares as at the close of business hours on Monday, August 20, 2018 (Cut-off date) were entitled to vote on the proposed resolutions as set out in



the Notice of the Meeting of the Company, and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the remote e-voting and ballot paper at the Meeting.

Subsequently, the remote e-voting module was unblocked on August 27, 2018 around 4:32 P.M in the presence of two witnesses, Shashikant Tiwari R/o, C-242A Pandav Nagar, Delhi - 110092 and Ishan Khanna R/o S88D, Sundar Block Shakarpur Delhi - 110092 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Shashikant Tiwari



Ishan Khanna

The votes cast through remote e-voting and ballot paper, 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 there-under relating to remote e-voting and ballot paper on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for remote e-voting and ballot paper is restricted to making a scrutinizer report of the votes cast in favour or against the resolution.

Based on the data downloaded from official website of NSDL for the remote e-voting process and further based on the votes cast through ballot paper, I now submit my consolidated report thereon.



1. The result of the voting is as under:

**Resolution No. 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)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	266	119490870	83	14187	349	119505057
Less:	Total No of Members & Invalid/Rejected Votes	0	0	3	1040	3	1040
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	9	245	9	245
	No of Valid Votes Cast	266	119490870	71	12902	337	119503772

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	259	119490667	80*	12902	339	119503569	100
Against	7	203	0	0	7	203	0
Total	266	119490870	80	12902	346*	119503772	100

* 9 shareholders have partially voted.

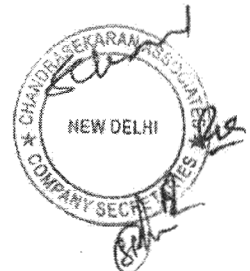


**Resolution No. 2: To declare a dividend of Rs. 3/- per equity share:
(Ordinary Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	270	120954820	83	14187	353	120969007
Less:	Total No of Members & Invalid/Rejected Votes	0	0	3	1040	3	1040
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	8	15	8	15
	No of Valid Votes Cast	270	120954820	72	13132	342	120967952

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	263	120954782	80*	13132	343	120967914	100
Against	7	38	0	0	7	38	0
Total	270	120954820	80	13132	350*	120967952	100

* 8 shareholders have partially voted.



Resolution No. 3: To re-appoint Mr. Chetan Kajaria (DIN: 00273928), who retires by rotation: (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	270	120954854	83	14187	353	120969041
Less:	Total No of Members & Invalid/Rejected Votes	0	0	3	1040	3	1040
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	8	15	8	15
	No of Valid Votes Cast	270	120954854	72	13132	342	120967986

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	247	115374620	80*	13132	327	115387752	95.39
Against	23	5580234	0	0	23	5580234	4.61
Total	270	120954854	80	13132	350*	120967986	100

* 8 shareholders have partially voted.



**Resolution No. 4: To re-appoint Mr. Rishi Kajaria (DIN: 00228455), who retires by rotation:
(Ordinary Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	268	120954679	83	14187	351	120968866
Less:	Total No of Members & Invalid/Rejected Votes	0	0	3	1040	3	1040
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	8	15	8	15
	No of Valid Votes Cast	268	120954679	72	13132	340	120967811

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	244	115374315	80*	13132	324	115387447	95.39
Against	24	5580364	0	0	24	5580364	4.61
Total	268	120954679	80	13132	348*	120967811	100

* 8 shareholders have partially voted.



**Resolution No. 5: To ratify appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration:
(Ordinary Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	270	120954854	83	14187	353	120969041
Less:	Total No of Members & Invalid/Rejected Votes	0	0	3	1040	3	1040
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	8	15	8	15
	No of Valid Votes Cast	270	120954854	72	13132	342	120967986

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	261	120332621	80*	13132	341	120345753	99.49
Against	9	622233	0	0	9	622233	0.51
Total	270	120954854	80	13132	350*	120967986	100

* 8 shareholders have partially voted.



**Resolution No. 6: To re-appoint Mr. Chetan Kajaria (DIN: 00273928) as Joint Managing Director of the Company:
(Special Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	263	118227379	83	14187	346	118241566
Less:	Total No of Members & Invalid/Rejected Votes	0	0	3	1040	3	1040
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	8	15	8	15
	No of Valid Votes Cast	263	118227379	72	13132	335	118240511

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	248	118193210	80*	13132	328	118206342	99.97
Against	15	34169	0	0	15	34169	0.03
Total	263	118227379	80	13132	343*	118240511	100

* 8 shareholders have partially voted.



**Resolution No. 7: To re-appoint Mr. Rishi Kajaria (DIN: 00228455) as Joint Managing Director of the Company:
(Special Resolution)**

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	260	118227008	83	14187	343	118241195
Less:	Total No of Members & Invalid/Rejected Votes	0	0	3	1040	3	1040
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	8	15	8	15
	No of Valid Votes Cast	260	118227008	72	13132	332	118240140

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	245	118192839	80*	13132	325	118205971	99.97
Against	15	34169	0	0	15	34169	0.03
Total	260	118227008	80	13132	340*	118240140	100

* 8 shareholders have partially voted.



Resolution No. 8: To re-appoint Mr. H. Rathnakar Hegde (DIN: 05158270) as Independent Director of the Company: (Special Resolution)

	Particulars	REMOTE E-VOTING		BALLOT PAPER		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	260	118180252	83	14187	343	118194439
Less:	Total No of Members & Invalid/Rejected Votes	0	0	3	1040	3	1040
Less:	Total No. of Members & Votes not exercised/Partially exercised	0	0	8	15	8	15
	No of Valid Votes Cast	260	118180252	72	13132	332	118193384

Particulars	REMOTE E-VOTING		BALLOT PAPER		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	177	100518686	80*	13132	257	100531818	85.06
Against	83	17661566	0	0	83	17661566	14.94
Total	260	118180252	80	13132	340*	118193384	100

* 8 shareholders have partially voted.



- 2. The Chairman or a person duly authorised by him may accordingly declare the result thereof.
- 3. Relevant records pertaining to the remote e-voting and ballot paper 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



Dr. S. Chandrasekaran
Senior Partner
Membership No.: F1644
CP No.: 715

Date: 28/08/2018
Place: New Delhi

A handwritten signature in blue ink, consisting of a stylized 'C' followed by a horizontal line and a diagonal stroke.

Counter-signed by Chairman



Annexure-C

Details regarding re-appointment of Mr. Chetan Kajaria and Mr. Rishi Kajaria as Joint Managing Directors of the Company

Sr. No.	Particulars	Mr. Chetan Kajaria	Mr. Rishi Kajaria
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Mr. Chetan Kajaria has been re-appointed as Joint Managing Director, in view of his contribution towards the excellent growth of Company. (Please refer Point 3 below)	Mr. Rishi Kajaria has been re-appointed as Joint Managing Director, in view of his contribution towards the excellent growth of the Company. (Please refer Point 3 below)
2.	Date of appointment / cessation (as applicable) & term of appointment	<p>The Board of Directors of the Company has re-appointed Mr. Chetan Kajaria as the Joint Managing Director of the Company for a further period of 3 years effective from April 1, 2018.</p> <p>The said re-appointment of Mr. Chetan Kajaria has further been approved by the shareholders of the Company at the 32nd Annual General Meeting.</p>	<p>The Board of Directors of the Company has re-appointed Mr. Rishi Kajaria as the Joint Managing Director of the Company for a further period of 3 years effective from April 1, 2018.</p> <p>The said re-appointment of Mr. Rishi Kajaria has further been approved by the shareholders of the Company at the 32nd Annual General Meeting.</p>
3.	Brief Profile (in case of appointment)	<p>Mr. Chetan Kajaria He started his journey at Kajaria Ceramics Limited in the year 2000 and has been instrumental in giving a new dimension to the Company by opening international standard tile showrooms across the country which has today become an industry trend.</p> <p>Mr. Kajaria is spearheading the ceramic tile vertical. He is responsible for the first ever acquisition in the Company's history- acquiring a ceramic tile plant in Gujarat for feeding the Western and Southern markets in February 2011.</p> <p>He spread the concept of value added tiles in the ceramic tile vertical using digital technology from Spain by displaying at dealers' showroom across the country. He had also led the acquisition of a ceramic tile</p>	<p>Mr. Rishi Kajaria joined Kajaria Ceramics in the year 2003 and spearheads the vitrified tile vertical. Initially, he opted for trading vitrified tiles rather than joining the race of setting up capacities. After importing for 5 years, he decided to manufacture them. The first production unit for vitrified tile was started in Sikandrabad in 2010. Subsequently, Kajaria Ceramics commissioned a huge expansion of vitrified tiles at Gailpur in 2011. The next capacity addition came through joint ventures in Morbi, Gujarat. With this strategy, he added capacity without any gestation period and acquired reach.</p> <p>Today the total production capacity of vitrified tiles is 38.90 MSM per annum.</p> <p>Mr. Rishi Kajaria identified the opportunity in the Bathware</p>



		plant in Vijayawada, Andhra Pradesh in April 2012, marking the Company's entry into the growing markets of South India. He has played a key role in making Kajaria Ceramics Limited a leading manufacturer of ceramic wall & floor tiles in India.	segment and started Kajaria Bathware. He is also responsible for spearheading the lateral shift of the Company into Sanitaryware and faucets in keeping with the overall growth master plan.
4.	Disclosure of relationships between Directors (in case of appointment of a Director)	<p>Mr. Ashok Kajaria, Chairman & Managing Director is father of Mr. Chetan Kajaria and Mr. Rishi Kajaria.</p> <p>Mr. Chetan Kajaria is brother of Mr. Rishi Kajaria.</p>	<p>Mr. Ashok Kajaria, Chairman & Managing Director is father of Mr. Chetan Kajaria and Mr. Rishi Kajaria.</p> <p>Mr. Rishi Kajaria is brother of Mr. Chetan Kajaria.</p>





Annexure-D

Details for re-appointment of Mr. H. Rathnakar Hegde as an Independent Director of the Company

Sr. No.	Particulars	Details
1	Reason for change viz. appointment, resignation, removal, death or otherwise	<p>The current tenure of Mr. H. Rathnakar Hegde will expire on March 31, 2019.</p> <p>In view of the above, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, has recommended re-appointment of Mr. Hegde for the further period of consecutive 5 years w.e.f. April 1, 2019 to March 31, 2024.</p> <p>The said re-appointment of Mr. Hegde has, further been, approved by the shareholders the Company at the 32nd Annual General Meeting.</p>
2	Date of appointment / cessation (as applicable) & term of appointment	Please refer Point 1 above.
3	Brief profile (in case of appointment)	<p>Mr. H. Rathnakar Hegde is a Science Graduate.</p> <p>He has served the banking industry for four decades. His most recent position was as the Executive Director of the Oriental Bank of Commerce ('OBC'), a premier public sector bank in India. Mr. Hegde assumed his responsibilities at OBC on May 16, 2008. Prior to this, Mr. Hegde held the position of General Manager (Credit, Human Resource, Treasury, and Marketing) at Vijaya Bank that was the culmination of 38 years of exemplary service in various capacities.</p> <p>He also serves on the Boards of several companies.</p>
4	Disclosure of relationships between Directors (in case of appointment of a director)	Mr. H. Rathnakar Hegde is not related to any Directors of the Company.

