



September 24, 2018

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

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

Dear Sir,

**Re.: Outcome of the Board Meeting and announcements pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations')**

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), we wish to inform you that the Board of Directors ('the Board') of Kajaria Ceramics Limited ('the Company') at its meeting held today, has, inter-alia, considered the following:

1. The Board has approved acquisition of 30,00,000 equity shares of Rs. 10/- each of Kajaria Floera Ceramics Private Limited ('Floera'), a subsidiary company, at a consideration aggregating to Rs. 3 crores, subject to applicable laws.

Consequent upon the completion of acquisition of the above said shares, Floera would become a wholly-owned subsidiary of the Company. Details pursuant to Regulation 30 of the Listing Regulations are given in Annexure-A.

2. The Board has approved incorporation of a wholly-owned subsidiary company in USA by making investment/loan not exceeding US\$ 1 Million, subject to compliance of applicable laws. Details pursuant to Regulation 30 of the Listing Regulations are given in Annexure-B.

The Board meeting was commenced at 3.30 p.m. and concluded at 4.15 p.m.

Kindly take the same on your record.

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



## Annexure-A

### Details of acquisition of Equity Shares of Kajaria Floera Ceramics Private Limited

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Kajaria Floera Ceramics Private Limited ('Floera').</p> <p>Floera has not yet started its commercial production.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	<p>The proposed acquisition of 30,00,000 equity shares of Rs. 10/- each of Floera, is not a Related Party Transaction.</p> <p>After acquisition of the proposed shares of Floera, the Promoter/Promoter group of the Company will have indirect interest in Floera, being Promoter/Promoter Group of the Company.</p> <p>The proposed acquisition will be made at an arm's length basis.</p>
3.	Industry to which the entity being acquired belongs	<p>The proposed transaction involves acquisition 30,00,000 equity shares of Floera, in which the Company presently holds 70% equity shares and Floera is a subsidiary of the Company. Hence, no entity shall be acquired through this transaction.</p> <p>Floera shall carry out the manufacturing of tiles.</p>
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	To have full control over Floera.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable.
6.	Indicative time period for completion of the acquisition	Approximately 1 month.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration.



## Kajaria Ceramics Limited



8.	Cost of acquisition or the price at which the shares are acquired	Rs. 10 per equity share.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Presently, the Company holds 70% equity shares in Floera and after completion of the proposed acquisition of 30,00,000 equity shares of Floera, holding of the Company in Floera will increase to 100% and consequently, Floera would become a wholly-owned subsidiary company.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<ul style="list-style-type: none"><li>• <u>Products/line of business:</u> Manufacturing of tiles</li><li>• <u>Date of incorporation:</u> 14<sup>th</sup> October, 2014</li><li>• <u>Turnover of last three years:</u> Nil</li><li>• <u>Country in which Floera has presence:</u> India</li></ul>



## Kajaria Ceramics Limited



## Annexure-B

### Details regarding incorporation of a Wholly-owned subsidiary company in USA

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	The proposed wholly-owned subsidiary company ('WoS') of the Company is to be incorporated in USA, to market the Vitrified tiles in USA.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"	<p>After incorporation of the proposed WoS, it will become a Related Party of the Company.</p> <p>After incorporation of the proposed WoS, the Promoter/Promoter group of the Company will have indirect interest in the proposed WoS, being promoters/promoter group of the Company.</p> <p>The Company has also taken prior approval from the Audit Committee.</p> <p>The proposed investment will be made at an arm's length basis.</p>
3.	Industry to which the entity being acquired belongs	After incorporation of the proposed WoS, it will carry out marketing of Vitrified tiles in USA.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	In view of the growth potential for marketing of Vitrified tiles in USA and to explore the business opportunities in USA, the proposed WoS in USA is to be incorporated.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Incorporation of proposed WoS will be subject to applicable laws in India / USA.
6.	Indicative time period for completion of the acquisition	Approximately 6 months, subject to statutory approvals.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration.
8.	Cost of acquisition or the price at which the shares are acquired	At par value, subject to maximum of US\$ 1 Million and applicable laws in India / USA.

## Kajaria Ceramics Limited





9.	Percentage of shareholding / control acquired and/or number of shares acquired	The Company will subscribe 100% shares of the proposed WoS, at the time of incorporation of the proposed WoS.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	The proposed WoS is yet to be incorporated and said WoS will carry out marketing of Vitrified Tiles in USA.



## Kajaria Ceramics Limited