

23.09.2021

BSE Limited
P. J. Towers
Dalal Street
Mumbai-400 001

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

Dear Sir/ Madam,

Sub: Proceedings of the 36th 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 36th Annual General Meeting of Kajaria Ceramics Limited held on Friday, September 23, 2022 at 3.00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

This is for your information and records please.

Thanking You,

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.:** +91-0124-4081281

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

SUMMARY OF PROCEEDINGS OF THE 36TH ANNUAL GENERAL MEETING OF KAJARIA CERAMICS LIMITED HELD ON FRIDAY, SEPTEMBER 23, 2022

The 36th Annual General Meeting ('AGM' or 'Meeting') of Kajaria Ceramics Limited ('the Company') was held on Friday, September 23, 2022 at 3:00 P.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

The AGM was held in compliance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs and the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI /HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and the Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ('SEBI') (hereinafter collectively referred as 'Circulars') and as per the applicable provisions of the Companies Act, 2013 read with Rules made thereunder, the Secretarial Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Directors Present:

Mr. Ashok Kajaria	-	Chairman & Managing Director
Mr. Chetan Kajaria	-	Joint Managing Director
Mr. Rishi Kajaria	-	Joint Managing Director
Mr. Dev Datt Rishi	-	Non-Executive Director
Mr. Debi Prasad Bagchi	-	Independent Director & Chairman of Nomination and Remuneration Committee
Mr. H. Rathnakar Hegde	-	Independent Director
Mr. Raj Kumar Bhargava	-	Independent Director & Chairman of Audit Committee
Mrs. Sushmita Singha	-	Independent Director, Chairperson of Stakeholders Relationship Committee

In Attendance:

Mr. R.C. Rawat	-	COO (A&T) & Company Secretary
Mr. Sanjeev Agarwal	-	Chief Financial Officer

Invitees:

Mr. Neeraj Sharma	-	Partner, Walker Chandiok & Co LLP (Statutory Auditors)
Mr. Rupesh Agarwal	-	Managing Partner, Chandrasekaran Associates (Secretarial Auditors)
Mr. Shashikant Tiwari	-	Partner, Chandrasekaran Associates (Scrutinizer)
Dr. Lalit Kumar Panwar		
Mr. Sudhir Bhargava		

Mr. Ashok Kajaria presided over the meeting.

1. Mr. R.C. Rawat, COO (A&T) & Company Secretary of the Company welcomed all the members of the Company, the Chairman, the Board of Directors, other stakeholders and dignitaries present at the Meeting.

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2. As the requisite quorum was present, the Company Secretary called the meeting to order. He stated that Annual Report for the financial year 2021-22 along with Notice for the 36th AGM was circulated to the members of the Company whose e-mail addresses were registered with the Company/Depositories, except who had requested for the physical copy of the same and to all others who were entitled for the same through electronic mode.
3. The Company Secretary further announced that the requisite registers and all other documents as referred in the Notice were open for inspection electronically during the AGM. He, thereafter, requested Mr. Ashok Kajaria, Chairman of the Company to take the proceedings further.
4. The Chairman welcomed all present at the 36th AGM and briefly introduced the Directors, Key Managerial Personnel and Invitees who were present in the Meeting through Video Conferencing. The Chairman also informed that the Chairperson of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee were present at the AGM. He further confirmed that the Company has made all efforts feasible under the current circumstances to enable the members to participate in the Meeting through the Video Conferencing facility and vote electronically.
5. The Chairman delivered his speech and concluded by thanking the members, the employees, his colleagues on the Board and all the stakeholders for their continued support.
6. The Company Secretary informed the members, that there were 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.
7. With the permission of the members present, the Notice convening the AGM, were taken as read.
8. The Chairman, then, briefed the objectives and implications of the Ordinary Businesses and the Special Businesses set forth in the Notice of the AGM.
9. The Chairman informed that, the Company has provided the facility to cast the votes electronically during Tuesday, September 20, 2022 to Thursday, September 22, 2022, on all resolutions set forth in the 36th AGM Notice. Members who were participating in the Meeting and had not cast their votes through remote e-voting were also provided an opportunity to cast their votes through e-voting at the Meeting.
10. The Chairman informed that Mr. Shashikant Tiwari, Partner of M/s Chandrasekaran Associates, Company Secretaries, who was appointed by the Board of Directors of the Company as the Scrutinizer for scrutinizing the voting process, in a fair and transparent manner. The Scrutinizer would consolidate the results of remote e-voting and e-voting at the AGM and then submit his consolidated report.
11. The Company Secretary announced that the names of the members who have registered themselves as speaker(s). The questions/queries raised by speaker members were duly answered by the Chairman to the satisfaction of the members.
12. Thereafter, the Chairman announced that the e-voting process would remain open for another 30 minutes for members who have not yet cast their vote.

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13. The following businesses were considered at the AGM:

Item Nos.	Details	Type of Resolution
Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31 st March, 2022 and Reports of Board of Directors and Auditors thereon	Ordinary Resolution
2.	To declare a final dividend of Rs. 3/- per equity share for the financial year 2021-22	Ordinary Resolution
3.	To appoint a Director in place of Mr. Chetan Kajaria (DIN: 00273928), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment	Ordinary Resolution
4.	To appoint a Director in place of Mr. Rishi Kajaria (DIN: 00228455), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment	Ordinary Resolution
5.	To re-appoint M/s Walker Chandiook & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company for second term and to fix their remuneration	Ordinary Resolution
Special Business		
6.	To appoint Dr. Lalit Kumar Panwar (DIN: 03086982) as an Independent Director of the Company	Special Resolution
7.	To appoint Mr. Sudhir Bhargava (DIN: 00247515) as an Independent Director of the Company	Special Resolution

14. The results will be declared, on receipt of the consolidated report from the Scrutinizer, not later than two working days or three days from the conclusion of the AGM, whichever is earlier. The results declared alongwith the Scrutinizer's Report will be placed on the Company's website and on the website of National Securities Depository Limited and also communicated to the BSE Limited and National Stock Exchange of India Limited. The same will also be displayed at the Registered Office as well as the Corporate Office of the Company.
15. As the tenure of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi, being the Independent Director(s) of the Company, have been completed at the conclusion of this AGM, the Chairman, on behalf of the Board and the members of the Company, placed on record sincere appreciation to both of them for their association with the Company since more than a decade by providing their support, guidance and immense encouragement for growth of the Company.
16. The Chairman concluded the AGM of the Company by thanking all the participants for attending the AGM and declared the AGM as closed.

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