

27.08.2019

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 33rd 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 27, 2019, we enclose herewith the following with respect to the 33rd AGM of the Company held on Monday, August 26, 2019 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 Scrutiniser's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. (*Annexure - B*)
3. Mrs. Sushmita Singha has been re-appointed as the Independent Director of the Company for second term for the period of consecutive 5 years effective from March 30, 2020 to March 29, 2025. Details pursuant to Regulation 30 of the Listing Regulations are given in *Annexure- C*.

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

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

August 27, 2019

**Declaration of Results of voting of
33rd 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 33rd Annual General Meeting ('AGM') of the Company was held on Monday, August 26, 2019 for considering the items mentioned in the AGM notice dated May 10, 2019.

As per the Scrutiniser's Report dated August 27, 2019, 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. of AGM Notice dated May 10, 2019	(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, 2019 and Reports of the Board of Directors and Auditors thereon)	(To declare a dividend of Rs. 3/- per equity share)	(To appoint a Director in place of Mr. Dev Datt Rishi (DIN: 00312882), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment)	(To re-appoint Mrs. Sushmita Singha (DIN: 02284266) as an Independent Director of the Company)
Type of Resolution	Ordinary Resolution	Ordinary Resolution	Ordinary Resolution	Special Resolution
Total Number of Votes	127252989	128229502	121673571	121673571
Total Number of Invalid Votes	9	9	9	9
Valid Votes not exercised by members	7004014	7004014	7004014	7004014
Total Number of Valid Votes	120248966	121225479	114669548	114669548
Votes in favour of the Resolution	120248964	121225467	111981911	114340853
Votes against the Resolution	2	12	2687637	328695
Percentage of Votes in favour of Resolution	100.00	100.00	97.66	99.71

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

For Kajaria Ceramics Limited


Ashok Kajaria
Chairman & Managing Director

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

Voting results of the 33rd Annual General Meeting of the Company held on Monday, August 26, 2019 pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Details of the Agenda:

Date of AGM (Annual General Meeting)	August 26, 2019		
Total number of shareholders on record date (i.e. August 19, 2019)	69419		
No. of shareholders present in the meeting either in person or through Proxy	Promoter and Promoter Group	Public	
	16	96	
No. of shareholders attended the meeting through video conferencing	Promoter and Promoter Group	Public	
	NA	NA	

Agenda Item No. 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, 2019 and Reports of 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 (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	75625231	75625231	100.00	75625231	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	75625231	75625231	100.00	75625231	0	100.00	0.00
Public-Institutions	E-Voting	56696946	42107486	74.27	42107486	0	100.00	0.00
	Poll		0.00	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total	56696946	42107486	74.27	42107486	0	100.00	0.00



Kajaria Ceramics Limited

Public- Non-Institutions	E-Voting	26628123	2514279	9.44	2514279	0	100.00	0.00
	Poll		1970	0.01	1968	2	99.90	0.10
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total	26628123	2516249	9.45	2516247	2	100.00	0.00
Total		158950300	120248966	75.65	120248964	2	100.00	0.00

Agenda Item No. 2	To declare a Dividend of Rs. 3/- per Equity Share
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	75625231	75625231	100.00	75625231	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	75625231	75625231	100.00	75625231	0.00	100	0.00
Public-Institutions	E-Voting	56696946	43038717	75.91	43038717	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	56696946	43038717	75.91	43038717	0	100.00	0.00
Public- Non-Institutions	E-Voting	26628123	2559561	9.61	2559551	10	100.00	0.00
	Poll		1970	0.01	1968	2	99.90	0.10
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total	26628123	2561531	9.62	2561519	12	100.00	0.00
Total		158950300	121225479	76.27	121225467	12	100.00	0.00



Kajaria Ceramics Limited

Agenda Item No. 3	To appoint a Director in place of Mr. Dev Datt Rishi (DIN: 00312882), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment
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	75625231	75625231	100.00	75625231	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	75625231	75625231	100.00	75625231	0	0.00	0.00
Public-Institutions	E-Voting	56696946	36482958	64.35	33798744	2684214	92.64	7.36
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total	56696946	36482958	64.35	33798744	2684214	92.64	7.36
Public- Non-Institutions	E-Voting	26628123	2559389	9.61	2555968	3421	99.87	0.13
	Poll		1970	0.01	1968	2	99.90	0.10
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total	26628123	2561359	9.62	2557936	3423	99.87	0.13
Total		158950300	114669548	72.14	111981911	2687637	97.66	2.34



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

Agenda Item No. 4	To re-appoint Mrs. Sushmita Singha (DIN: 02284266) as an 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	75625231	75625231	100.00	75625231	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	75625231	75625231	100.00	75625231	0	100.00	0.00
Public-Institutions	E-Voting	56696946	36482958	64.35	36154746	328212	99.10	0.90
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total	56696946	36482958	64.35	36154746	328212	99.10	0.90
Public- Non-Institutions	E-Voting	26628123	2559389	9.61	2558908	481	99.98	0.02
	Poll		1970	0.01	1968	2	99.90	0.10
	Postal Ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total	26628123	2561359	9.62	2560876	483	99.98	0.02
Total		158950300	114669548	72.14	114340853	328695	99.71	0.29



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

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

The Chairman
33rd Annual General Meeting of the Equity Shareholders of
Kajaria Ceramics Limited

Date of Meeting: August 26, 2019

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, Shashikant Tiwari, 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 33rd 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 10, 2019.

Despatch of the Notice dated May 10, 2019 convening the Meeting to the shareholders was completed on August 02, 2019 in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on August 26, 2019.

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.

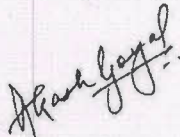
The remote e-voting period commenced on Friday, August 23, 2019 at 9:00 a.m and concluded on Sunday, August 25, 2019 at 5:00 p.m.

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 19, 2019 (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 26, 2019 around 04:08 P.M. in the presence of two witnesses, Akash Goyal R/o, F-197, F Block, Prashant Vihar, Sector-14, Rohini - 110085 and Ishaan Sharma R/o B-10, Tagore Market, Kirti Nagar, New Delhi - 110015 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Akash Goyal



Ishaan Sharma

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, we now submit our consolidated report thereon.



1. The result of the voting is as under:

**Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2019, and Reports of 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	279	127250996	54	1993	333	127252989
Less:	Total No of Members & Invalid/Rejected Votes	0	0	2	9	2	9
Less:	Total No. of Members & Votes not exercised/Partially exercised	2	7004000	5	14	7*	7004014
	No of Valid Votes Cast	277	120246996	47	1970	324*	120248966

* 7 Shareholders who holds 7117443 shares have partially exercised their votes in favour for 113427 shares and for against 2 shares and not exercised their voting rights for 7004014 shares.

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	279	120246996	50	1968	329	120248964	100
Against	0	0	2	2	2	2	0
Total	279	120246996	52	1970	331	120248966	100.00



[Handwritten signature]

**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	288	128227509	54	1993	342	128229502
Less:	Total No of Members & Invalid/Rejected Votes	0	0	2	9	2	9
Less:	Total No. of Members & Votes not exercised/Partially exercised	2	7004000	5	14	7*	7004014
	No of Valid Votes Cast	286	121223509	47	1970	333*	121225479

* 7 Shareholders who holds 7117443 shares have partially exercised their votes in favour for 113427 shares and for against 2 shares and not exercised their voting rights for 7004014 shares.

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	287	121223499	50	1968	337	121225467	100
Against	1	10	2	2	3	12	0
Total	288	121223509	52	1970	340	121225479	100.00



(Handwritten signature)

**Resolution No. 3: To appoint a Director in place of Mr. Dev Datt Rishi (DIN: 00312882), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment:
(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	269	121671578	54	1993	323	121673571
Less:	Total No of Members & Invalid/Rejected Votes	0	0	2	9	2	9
Less:	Total No. of Members & Votes not exercised/Partially exercised	2	7004000	5	14	7*	7004014
	No of Valid Votes Cast	267	114667578	47	1970	314*	114669548

* 7 Shareholders who holds 7117443 shares have partially exercised their votes in favour for 113427 shares and for against 2 shares and not exercised their voting rights for 7004014 shares.

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	111979943	50	1968	294	111981911	97.66
Against	25	2687635	2	2	27	2687637	2.34
Total	269	114667578	52	1970	321	114669548	100.00



(Handwritten signature)

Resolution No. 4: To re-appoint Mrs. Sushmita Singha (DIN: 02284266) as an 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	269	121671578	54	1993	323	121673571
Less:	Total No of Members & Invalid/Rejected Votes	0	0	2	9	2	9
Less:	Total No. of Members & Votes not exercised/Partially exercised	2	7004000	5	14	7*	7004014
	No of Valid Votes Cast	267	114667578	47	1970	314*	114669548

* 7 Shareholders who holds 7117443 shares have partially exercised their votes in favour for 113427 shares and for against 2 shares and not exercised their voting rights for 7004014 shares.

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	114338885	50	1968	309	114340853	99.71
Against	10	328693	2	2	12	328695	0.29
Total	269	114667578	52	1970	321	114669548	100.00

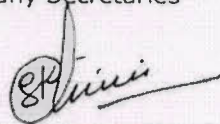


[Handwritten signature]

- 2. The Chairman or a person duly authorized 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



Mr. Shashikant Tiwari
Partner
Membership No.: ACS 28994
CP No.: 13050



Place: Delhi
Date: 27.08.2019



Counter-signed by Chairman

Details for re-appointment of Mrs. Sushmita Singha 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. Sushmita Singha will expire on March 29, 2020.</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 Mrs. Singha for second term for the period of consecutive 5 years w.e.f. March 30, 2020 to March 29, 2025 and she will not be liable to retire by rotation.</p> <p>The said re-appointment of Mrs. Singha has, further been, approved by the shareholders the Company at the 33rd 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>Mrs. Sushmita Singha, a post graduate in English from Patna University, has over 30 years of experience in the industry, international organizations and development sector. She has a Diploma in Urban Town Planning from the Human Settlement Management Institute (HSMI), New Delhi and a Certification Course in Enhancement of Managerial Capability from the Indian Institute of Management (IIM), Lucknow.</p> <p>She was appointed as an Independent Director w.e.f. March 30, 2015. She is the Chairperson of the Corporate Social Responsibility Committee & the Stakeholders Relationship Committee and a member of the Nomination & Remuneration Committee of the Company. She has held various posts / assignments in various organisations including PHD Chamber of Commerce and Industry, Sulabh International Social Service Organisation, UN Task Force and took various assignments for Government of India.</p> <p>Presently, she is the President of MA. (My Anchor Foundation), an NGO working in development sector in India. She is also an honorary member of BRICS Chamber of Commerce and serves on the Boards of other companies.</p>
4	Disclosure of relationships between Directors (in case of appointment of a director)	Mrs. Sushmita Singha is not related to any Directors of the Company.

Mrs. Sushmita Singha is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority as required under the circular dated June 20, 2018 issued by BSE Limited and National Stock Exchange of India Limited.

There is no change in the Directors of the Company, only above existing Independent Director is being re-appointed for second term.



Kajaria Ceramics Limited