

March 30, 2019

BSE Limited
P.J. Tower,
Dalal Street,
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 held on March 30, 2019 – Kajaria Ceramics Limited

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), we wish to inform you that at the meeting of the Board of Directors ('the Board') of the Company held today, the following businesses, inter-alia, were transacted:

1. The Board has accepted the resignation of Mr. Basant Kumar Sinha from the Directorship of the Company, which will be effective from the close of working hours of March 31, 2019.

The existing tenure of Mr. Basant Kumar Sinha as the Whole-time Director designated as the 'Director-Technical' of the Company, will also be completed on the close of working hours of March 31, 2019.

In view of the above, Mr. Basant Kumar Sinha will not be on the Board of the Company, in any capacity, from the close of working hours of March 31, 2019.

2. The Board has noted that Mr. Ram Ratan Bagri will cease to hold the position of the Independent Director of the Company with effect from the close of working hours of March 31, 2019 as his existing tenure to hold the said position would expire on the time mentioned above.

Accordingly, Mr. Ram Ratan Bagri would cease to be the Independent Director of the Company with effect from the close of working hours of March 31, 2019.

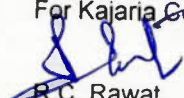
3. The Board has approved the revised Code of Conduct for Prevention of Insider Trading, Whistle Blower Policy and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('the Code of Fair Disclosure') in compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (including amendment(s) thereto) read with the other applicable laws. The copy of the said Code of Fair Disclosure is enclosed.

The Board meeting was commenced at 1.00 p.m. and concluded at 1.45 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

KAJARIA CERAMICS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. PREAMBLE

Kajaria Ceramics Limited ('the Company') endeavours to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of the same. The Company is committed towards transparency and fairness in dealing with all stakeholders and in ensuring adherence to all applicable laws and the SEBI (Prohibition of Insider Trading) Regulations, 2015 including amendment thereto, from time to time ('SEBI PIT Regulations'). To achieve these objectives, and in compliance with the SEBI PIT Regulations, the Company had adopted the Principle of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('the Code of Fair Disclosure') as a part of Code of Conduct for Prevention of Insider Trading. The Code of Fair Disclosure is revised in accordance with the provisions of the SEBI PIT Regulations read with amendment(s) thereto (vide the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019).

2. PRINCIPLES FOR FAIR DISCLOSURE

A code of Practices and Procedures for Fair Disclosure of Price Sensitive Information for adhering each of the principles is set out below:

- The Company will make prompt public disclosure of Unpublished Price Sensitive Information in relation to the Company that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- The Company will ensure uniform and universal dissemination of Unpublished Price Sensitive Information in relation to the Company to avoid selective disclosure.
- The Company Secretary of the Company will deal with dissemination of information and disclosure of Unpublished Price Sensitive Information in relation to the Company.
- The Company will make efforts to promptly dissemination of Unpublished Price Sensitive Information in relation to the Company that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- The Company will endeavor to provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- The Company will ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information in relation to the Company.
- The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences,



if any, on the Company's website to ensure official confirmation and documentation of disclosures made.

- All Unpublished Price Sensitive Information in relation to the Company will be handled on a need-to-know basis.

3. DETERMINATION OF LEGITIMATE PURPOSES FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- The Company Secretary in consultation with the Managing Director(s) or the Chief Financial Officer of the Company shall decide the Legitimate Purposes in accordance with SEBI PIT Regulations.
- Sharing of Unpublished Price Sensitive Information in relation to the Company with lenders, customers, suppliers, legal advisors, auditors, merchant bankers, collaborators, partners, insolvency professional, other advisors or consultants, shall be considered as "Legitimate Purposes" for the purpose of sharing Unpublished Price Sensitive Information in the ordinary course of business by Insider, provided that such sharing of Unpublished Price Sensitive Information has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.
- Any person who is in receipt of Unpublished Price Sensitive Information pursuant to the Legitimate Purposes shall be considered as an Insider for the purpose of the SEBI PIT Regulations and notice shall be given to such person(s) to maintain confidentiality of Unpublished Price Sensitive Information, in compliance with the SEBI PIT Regulations.
- A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for Legitimate Purposes under the SEBI PIT Regulations alongwith the Permanent Account Number ('PAN') or any other identifier authorized by law where PAN is not available. Adequate and effective systems of internal controls will also be laid down to ensure the compliance for maintenance of the digital database for sharing the information for the said Legitimate Purposes, in accordance with the SEBI PIT Regulations.

4. EFFECTIVE DATE

This Code of Fair Disclosure will be effective from April 1, 2019.

5. REVIEW / AMENDMENTS

The Board of Directors of the Company, may amend, abrogate, modify or revise any or all provisions of this Code of Fair Disclosure, from time to time. However, amendments in the SEBI PIT Regulations/other applicable laws/Regulations will be binding even if not incorporated in this Code.

This Code of Fair Disclosure has been approved by the Board of Directors of the Company at their meeting held on March 30, 2019.

