

KAJARIA CERAMICS LIMITED

CIN NO. : L26924UP1985PLC007595

Reg. Office: A-27 to 30, Industrial Area, Sikandrabad, District Bulandshahr, U.P. – 203205

Phones: +91-5735-222393, 222819 Fax: +91-5735-222140

Corp. Office : J-1/B-1 [Extn], Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044

Phones: +91-011-26946409 Fax: +91-011-26946407

E-Mail: investors@kajariaceramics.com Web Site: <http://www.kajariaceramics.com>

NOTICE

NOTICE is hereby given that Twenty Eighth Annual General Meeting of the members of Kajaria Ceramics Ltd will be held on Friday, the 1st day of August 2014 at 12.00 Noon at the registered office of the Company situated at A-27 to 30, Industrial Area, Sikandrabad, Distt Bulandshahr (U P) - 203205, to transact the following business: -

Ordinary Business:

1. To receive, consider and adopt the standalone and consolidated financial statements which includes the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with the reports of the Board of Directors and Statutory Auditors thereon.
2. To declare dividend on Equity Shares for the financial year 2013-14.
3. To appoint a Director in place of Mr. Raj Kumar Bhargava (DIN : 00016949), who retire by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Debi Prasad Bagchi (DIN : 00061648), who retire by rotation and being eligible offers himself for re-appointment.
5. To appoint Statutory Auditors of the company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. O.P Bagla & Co., Chartered Accountants (ICAI Registration No. 000018N) be and is hereby appointed as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting of the Company till the Conclusion of next Annual General Meeting of the Company, (but shall not exceed for more than three years i.e upto conclusion of 31st Annual General Meeting of the Company, subject to annual ratification by the members at the Annual General Meeting in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules thereunder) at such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business:

6. **To Appoint Mr. Sandeep Singhal (DIN : 00040491) as an Independent Director**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, as amended upto the date, Mr. Sandeep Singhal (DIN : 00040491), who was appointed as an additional director in terms of Section 161 (1) of the Companies Act, 2013 and Articles of Association of the company and who holds office upto the date of this Annual General Meeting, and in respect of whom the company has received a notice in writing under section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the Calendar Year 2019.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution(s) the Board of Directors of the company or any officer(s) authorized by it be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion thinks necessary and desirable.”

7. **To Appoint Mr. Raj Kumar Bhargava (DIN : 00016949) as an Independent Director**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, as

amended upto the date, Mr. Raj Kumar Bhargava (DIN : 00016949), Director of the Company, who retire by rotation at this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the Calendar Year 2019.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution(s) the Board of Directors of the company or any officer(s) authorized by it be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion thinks necessary and desirable.”

8. **To Appoint Mr. Debi Prasad Bagchi (DIN : 00061648) as an Independent Director**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, as amended upto the date, Mr. Debi Prasad Bagchi (DIN : 00061648), Director of the Company, who retire by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office, for five consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the Calendar Year 2019.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution(s) the Board of Directors of the company or any officer(s) authorized by it be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion thinks necessary and desirable.”

9. **To Approve Remuneration of Cost Auditor for the financial year ending 31st March 2015**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, if any, and Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s G.T & Company, the Cost Auditor (REGN No: 000253), appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company or any officer(s) authorized by it, be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For Kajaria Ceramics Ltd

Dated: 07.05.2014
Place: New Delhi

R. C. Rawat
Executive VP (A&T) & Co. Secretary

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

3. Members/Proxies are requested to bring the duly completed and signed Attendance slip along with their copies of Annual Report at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of name will be entitled to vote.
5. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form has been available at the company's website.
6. Members holding shares in physical form are requested to notify/send the following to the Registrar & Share Transfer Agent of the Company i.e M/s MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase-1, New Delhi 110020: -
 - i) any change in their mailing address;
 - ii) particulars of their bank account & e-mail ids in case the same have not been sent earlier.
 - iii) Members having multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate for consolidation into single folio.

Further, please note that Members holding equity shares in electronic form are requested to contact for updation required in address, e-mail ids, bank details, bank mandate, ECS mandate, power of attorney and also requests for registration of nomination are to be intimated to their Depository Participant with whom they are maintaining the demat accounts.

7. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
8. All documents referred to in the accompanying notice and the explanatory statement, are open for inspection at the registered office of the Company during office hours from 10 A.M. upto 5 P.M. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
9. Brief resume and other particulars as required under clause 49 of the Listing Agreement with stock exchanges, of Mr. Sandeep Singhal, Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi are enclosed herewith.
10. The Registers of members and the share transfer books of the company will remain closed from 21st July 2014 to 1st August 2014 (both days inclusive) for the purpose of final dividend for the financial year ended March 31, 2014.
11. The dividend, if approved by the members at the Annual General Meeting will be paid to those members
 - a) whose names are appearing on the Register of Members of the Company as on 1st August, 2014, after giving effect to all the valid transfers in physical forms lodged with the Company and its Registrar and Share Transfer Agent on or before 19th July, 2014.
 - b) In respect of the members whose shares are held in electronic form, the dividend will be paid to those beneficial owners as per details furnished by the depositories at the close of business hours on 19th July, 2014.
12. Members, who have not encashed their dividend warrant for the financial year ended 31st March, 2007 and/or the dividend warrants issued after 1st April, 2007 or any subsequent financial year so far, are requested to make their claim to the Secretarial Department / Share Transfer Agent of the company or send an email to investors@kajariaceramics.com. However, all the unclaimed dividend pertaining to the financial years before the financial year ended on 31st March 2006 have been transferred to the Investor Education and Protection Fund as per the provision of Sec. 205A of the Companies Act, 1956.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. However, the members having their shareholding in the Demat form are requested to provide their PAN details to their respective DPs and those who have in physical mode are requested to provide their PAN details to the company or its registrar.
14. (a) The Electronic copy of the Annual Report for the financial year ending 31st March, 2014 is being sent to all the members whose email ID are registered with the Company/Depository Participant(s).
- (b) We propose to send all future communication in electronic mode to the email address provided by you. **So, all the shareholders whose email –id is not registered with us are requested to register their email-id with DP / Registrar / Company, so that your company can contribute to the safety of environment.**
- (c) For members who have not registered their email address, physical copies of the Annual report for the year ending 31st March, 2014 is being sent in the permitted mode and the same is placed on the website of the company viz. www.kajariaceramics.com.

15. The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules, 2014, the company is pleased to offer the facility of the voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting.

The procedure and instructions for e-voting are as follows:

INSTRUCTIONS FOR E-VOTING

- i. Members are requested to follow the instructions below to cast their vote through e-voting:
- a. Launch the internet browser by typing the following <https://www.evoting.nsd.com>.
 - b. Click on "Shareholder-Login":
 - c. Enter your user ID and Password (as mentioned in the Attendance slip) as the initial password and Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
 - d. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 - e. Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
 - f. Select "EVEN (E-Voting Event Number)" of **Kajaria Ceramics Limited** (as mentioned in the Attendance slip). For EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
 - g. Now you are ready for "e-voting" as "Cast Vote" Page opens.
 - h. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
 - i. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : chetan.gupta@apac.in with a copy marked to evoting@nsdl.co.in.
 - j. Once the vote on a resolution is cast by the shareholder, it shall not be allowed to change it subsequently.
 - k. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of <https://www.evoting.nsd.com> or contact NSDL by email at evoting@nsdl.co.in
- ii.) Members can cast their vote online from 23rd July 2014 at 10:00 AM to 25th July 2014 upto 6:00 P.M.
16. The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses, not in the employment of the company and make a scrutinizer report of the votes cast in favour or against, if any, forthwith to the chairman of the company. The result of the e-voting shall be posted on the website of the Company within two days of passing of the resolutions at the AGM of the Company.
17. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary at the Corporate Office of the Company at J-1/B-1(Extn), Mohan Co-operative Industrial Estate, Mathura road, New Delhi-110044, 10 days before the meeting enabling the Management to keep the information ready.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

ITEM NO. 6

Mr. Sandeep Singhal (DIN : 00040491) was appointed as an additional director w.e.f 8th October 2013 by the Board. He is a co-founder and Managing Director of WestBridge Capital India. Prior to that he was also a co-founder and Managing Director of Sequoia Capital India and has 18 years of work experience that includes 13 years of investing and 5 years of operating/ consulting experience in India. Mr. Sandeep Singhal received an MBA with distinction from IIM, Ahmedabad, an MS in Molecular Simulation from University of Illinois where he was granted the Abraham Lincoln Fellowship and a B.Tech from IIT, Delhi in Chemical Engineering. He started his career with Hindustan Unilever Limited, where he headed new product development for SURF and RIN, two of their largest consumer franchisees. Mr. Sandeep Singhal has also served on the Boards of several private and public limited companies.

Mr. Sandeep Singhal has joined the Board of the company as an additional Director of the company as per section 161(1) and other applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder and in pursuance to the Articles of Association of the company and would hold office up to the date of this ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with a deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing the Candidature of Mr. Sandeep Singhal for the Office of Director of the Company.

Mr. Sandeep Singhal is not disqualified from being appointed as a Director in terms of Section 164 and also meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and has given his consent to act as a Director.

In the opinion of the Board, Mr. Sandeep Singhal fulfills the conditions specified in the Companies Act, 2013 and clause 49 of the Listing Agreement for appointment as an Independent Director.

Keeping in view of his vast experience and knowledge, It is proposed to appoint him as an Independent Director of the company for a period of 5 (five) consecutive years upto conclusion of the 33rd Annual General Meeting of the Company in the Calendar Year 2019 as per provisions of section 149 of the Companies Act, 2013 and he shall not be included in the total number of Directors for retirement by rotation.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Sandeep Singhal as an Independent Director, for the approval by the shareholders of the company.

Copy of the draft letter of appointment of Mr. Sandeep Singhal as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company and is also available on the website of the Company i.e www.kajariaceramics.com.

Save and except Mr. Sandeep Singhal, being an appointee, none of the Directors and Key Managerial personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item No. 6.

ITEM NO. 7

Mr. Raj Kumar Bhargava (DIN : 00016949), a retired IAS officer, is BA (Hons) and M.A. During his tenure with the Government of India, he served as an Industry Secretary, Finance Secretary, Irrigation & Power Secretary and Chief secretary in U.P. He has also served Government of India as Jt. Secretary Petroleum, Jt. Secretary Industries, Secretary Home and Secretary Urban Development. He has wide experience in industry, finance and infrastructure. Mr. Raj Kumar Bhargava joined the Board of the company on 9th November, 1998 as an Independent Director, liable to retire by Rotation at this Annual General Meeting.

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Raj Kumar Bhargava was re-appointed on 13th July 2012.

The provisions of the Companies Act, 2013 with respect to the appointment and tenure of the Independent Directors have come into effect. The Board of Directors of the Company has decided to adopt the provisions with respect to the appointment and tenure of the Independent Directors which is consistent with the Companies Act, 2013 and the amended listing agreement. The transition to the Companies Act, 2013 will be managed by appointing Mr. Raj Kumar Bhargava as an Independent Director for a period of 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the Calendar Year 2019. He shall not be included in the total number of Directors for retirement by rotation.

The Company has received a notice in writing from a member along with a deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing the Candidature of Mr. Raj Kumar Bhargava for the Office of Director of the Company.

In the opinion of the Board, Mr. Raj Kumar Bhargava fulfills the conditions specified in the Companies Act, 2013 for such an appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. He also meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and Listing agreement.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail his services on the Board of the Company. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Raj Kumar Bhargava as an Independent Director, for the approval by the shareholders of the company.

Copy of the draft letter of appointment of Mr. Raj Kumar Bhargava as an Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company and is also available on the website of the Company i.e www.kajariaceramics.com.

Except Mr. Raj Kumar Bhargava, being an appointee, none of the Directors and Key Managerial personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item No. 7.

ITEM No. 8

Mr. Debi Prasad Bagchi (DIN : 00061648), retired IAS officer, is M.A (Economics) and M. Phil in Public Administration. During his tenure with Government of India, he served as Secretary to the Government of India. He was also Chief Secretary to the Govt. of Orissa, and is also serving the Board of Directors of the other companies of different business. He has rich experience in general administration, management strategy, government industry relationship and corporate governance. Mr. Debi Prasad Bagchi joined the Board of the company on 29th June, 2007 as an Independent Director, liable to retire by Rotation at this Annual General Meeting.

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Debi Prasad Bagchi was re-appointed on 13th July 2012.

The provisions of the Companies Act, 2013 with respect to the appointment and tenure of the Independent Directors have come into effect. The Board of Directors of the Company has decided to adopt the provisions with respect to the appointment and tenure of the Independent Directors which is consistent with the Companies Act, 2013 and the amended listing agreement. The transition to the Companies Act, 2013 will be managed by appointing Mr. Debi Prasad Bagchi as an Independent Director for a period of 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the Calendar Year 2019. He shall not be included in the total number of Directors for retirement by rotation.

The Company has received a notice in writing from a member along with a deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing the Candidature of Mr. Debi Prasad Bagchi for the Office of Director of the Company.

In the opinion of the Board, Mr. Debi Prasad Bagchi fulfills the conditions specified in the Companies Act, 2013 for such an appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. He also meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and Listing agreement.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail his services on the Board of the Company. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Debi Prasad Bagchi as an Independent Director, for the approval by the shareholders of the company.

Copy of the draft letter of appointment of Mr. Debi Prasad Bagchi as Independent Director setting out the terms and conditions is available for inspection by the members at the Registered Office of the Company and is also available on the website of the Company i.e www.kajariaceramics.com.

Except Mr. Debi Prasad Bagchi, being an appointee, none of the Directors and Key Managerial personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item No. 8.

ITEM NO. 9

The Board on recommendation of Audit Committee, has approved the appointment and remuneration of M/s G.T & Co., Cost Auditors (REGN: 000253) to conduct the audit of the Cost records of the Company for the financial year ending March 31st, 2015 on the remuneration of Rs. 1,30,000 plus Service Tax and out of pocket expenses. The consent to act as the Cost Auditor of the Company and Certificate for independence and Arm's Length relationship with the Company has been obtained.

In accordance with the Provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly the consent of the members is sought for passing Ordinary resolution as set out at Item No. 9 of the notice for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31st, 2015.

Copy of the consent to act as the Cost Auditor and Certificate of independence and Arm's Length relationship is available for inspection by the members at the Registered Office of the Company.

None of the Directors and Key managerial personnel of the company and their respective relatives is concerned or interested, financial or otherwise, in passing of the resolution set out in item No. 9.

By Order of the Board
For Kajaria Ceramics Ltd

Date : 07.05.2014
Place: New Delhi

R. C. Rawat
Executive VP (A&T) & Co. Secretary

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(in pursuance of Clause 49 of the Listing Agreement)

Name of Directors	Mr. Sandeep Singhal	Mr. Raj Kumar Bhargava	Mr. Debi Prasad Bagchi
DIN No.	00040491	00016949	00061648
Date of Birth	31/12/1969	26/10/1935	21/10/1942
Date of Appointment	8 th Oct 2013	9 th Nov. 1998	29 th June 2007
Qualification	M.B.A form IIM Ahmedabad, B.tech From IIT from Delhi Chemical Engineering & MS in Molecular Simulation from University of Illinois.	IAS officer, B.A (Hon.) and M.A	IAS officer, M.A (Economics) & M. Phil in public Administration.
Experience in specific	He is a co-founder and managing director of the Westbridge Capital India and Sequioa Capital India and 18 years of Work experience that includes 13 years on investing and 5 years of Operating/consulting experience in india. He started with Hindustan Unilever Limited, heads New product developments for SURF and RIN.	He served as industry Secretary, finance Secretary, irrigation & Power Secretary and Chief Secretary in U.P. He Served as Jt. secretary Petroleum to Govt. of india, Jt. Secretary industries, Secretary Home and Secretary Urban Development. He has wide experience in industry, finance and infrastructure.	He served as Secretary to te Govt. of India, he was also chief secretary to Govt. of Orissa, is also serving the Board of Directors of the other companies of different business He has a rich experience in general administration, management strategy, government industry, relationship and corporate governance.
Directorship held in other Public Companies	(i) DFM Foods Limited.	(i) Duncan's Limited (ii) H.B Portfolio Limited (iii) Asian Hotels Limited (West) (iv) Noida Toll Bridge Company Limited.	(i) TK International Limited (ii) Visa Steel Ltd (iii) Mideast Integrated Steels Limited (iv) Nilachal Ispat Nigam Ltd (v) Jindal India Thermal Power Ltd (vi) Ind Barath Power Infra Ltd. (vii) Green Valley Energy Ventures Ltd.
Chairman/Members of the Committee of the Board of Directors of the Company	N.A	(i) Chairman of Audit Committee	N.A
Chairman/Members of the Committee of the Board of Directors of other Public Companies	N.A	(i) Chairman of Audit Committee and Investor Grievance Committee in Noida Toll Bridge Company Limited. (ii) Chairman of Audit Committee and Member of Share Transfer Committee in Asian Hotels Limited (West) (iii) Member of Audit committee and Share Transfer Committee in Duncan's Limited (iv) Chairman in Audit Committee and Member of Shareholders Committee in H.B. Portfolio Limited	(i) Member of Audit committee in T.K International Ltd (ii) Member of Audit Committee in Visa Steel Ltd. (iii) Chairman of Audit committee in Nilachal Ispat Nigam Ltd (iv) Member of Audit Committee in Mideast Integrated Steels Ltd (v) Member of Audit Committee in Jindal India Thermal Power Ltd
Shareholding as on 31 st March 2014 (No.of equity shares)	NIL	6296 Equity Shares	NIL

KAJARIA CERAMICS LIMITED

CIN: L26924UP1985PLC007595
Regd. Office: A-27 to 30, Industrial Area, Sikandrabad, District Bulandshahr, U.P.-203205
Tel No. :+91-5735-222393, 222819 ; Fax No. +91-5735-222140
Email: investors@kajariaceramics.com ; Website: www.kajariaceramics.com

ATTENDANCE SLIP

28TH ANNUAL GENERAL MEETING

I/we hereby record my/our presence at the 28th Annual general Meeting of the company held on 1st August, 2014 at 12:00 Noon, at the registered office of the company situated A- 27 to 30, Industrial Area, Sikandrabad, District Bulandshahr, U.P – 203205.

DP ID		Master Folio No.	
Client ID		No. of Share(s) held	

NAME OF THE SHAREHOLDER..... (Signature)

NAME OF THE PROXY..... (IN BLOCK LETTERS)..... (Signature)

Note:

1. Please fill the Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING

E-VOTING PARTICULARS

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Member's Folio/DP ID-Client ID No.
(to be filled by the member)

Member's/ Proxy's Name in Block Letters
(to be filled by the member)

Member's/ Proxy's Signature
(to be filled by the member/proxy)

KAJARIA CERAMICS LIMITED

CIN: L26924UP1985PLC007595
Regd. Office: A-27 to 30, Industrial Area, Sikandrabad, District Bulandshahr, U.P.-203205
Tel No. :+91-5735-222393, 222819 ; Fax No. +91-5735-222140
Email: investors@kajariaceramics.com ; Website: www.kajariaceramics.com

PROXY FORM

28TH ANNUAL GENERAL MEETING

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

DP ID		Master Folio No.	
Client ID		No. of Share(s) held	

I/We.....R/ohaving email id , being the member(s) and having.....shares of the above named company, hereby appoint..... R/o having email idor failing him/her.....R/o..... having email id or failing him/her..... R/ohaving email id as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the company, to be held on the 1st day of August 2014 at 12:00 Noon at registered office of the company situated at A-27 to 30, Industrial Area, Sikandrabad, District Bulandshahr, U.P.-203205 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt standalone and consolidated financial statements for the year ended 31st March, 2014.
2. To declare Dividend for the financial year 2013-14
3. To appoint a Director in place of Mr. Raj Kumar Bhargava, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Debi Prasad Bagchi, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration.
6. To appoint Mr. Sandeep Singhal as an Independent Director.
7. To appoint Mr. Raj Kumar Bhargava as an Independent Director.
8. To appoint Mr. Debi Prasad Bagchi as an Independent Director.
9. To approve remuneration of the Cost Auditor.

Signed this..... day of..... 2014

Signature of the Shareholder: _____

Signature of Proxy holder(s) : _____

Please
Affix
Revenue
Stamp

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.