

PROCEEDINGS OF 29TH ANNUAL GENERAL MEETING OF KAJARIA CERAMICS LIMITED HELD ON 7TH SEPTEMBER 2015.

The Annual General Meeting of Kajaria Ceramics Limited was held on Monday, 7th September, 2015 at 3.30 p.m. at Crowne Plaza Today, Sector 29, National Highway-8, Gurgaon – 122001, Haryana. Brief proceedings of the Annual General Meeting are given below:

Directors Present:

Mr. Ashok Kajaria	-	Chairman & Managing Director
Mr. Chetan Kajaria	-	Joint Managing Director
Mr. Rishi Kajaria	-	Joint Managing Director
Mr. Dev Datt Rishi	-	Director- Technical
Mr. Raj Kumar Bhargava	-	Independent Director (Chairman – Audit committee)
Mr. Debi Prasad Bagchi	-	Independent Director (Chairman- Nomination & Remuneration Committee)
Mr. Ram Ratan Bagri	-	Independent Director
Mr. H. Rathanakar Hegde	-	Independent Director
Mrs. Sushmita Shekhar	-	Independent Director (Chairperson – CSR Committee)

In Attendance :

Mr. R.C.Rawat	-	Executive V.P.(A&T) & Company Secretary
Mr. Sanjeev Agarwal	-	CFO
Mr. Atul Bagla	-	Partner – O.P.Bagla & Co. (Statutory Auditors)
Mr. Rupesh Agarwal	-	Scrutinizer (Practising Company Secretaries)

1. Mr. Ashok Kajaria presided over the meeting. He welcomed all the members present at the Annual General Meeting.
2. As the requisite quorum was present, the Chairman called the meeting to order.
3. The Chairman announced that the Register of Directors' and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested and documents referred to in AGM notice were available for inspection by the members during the meeting.
4. The Chairman then briefly introduced the Directors and the Senior executives of the Company present on the dais.
5. With the permission of the members present, the notice convening the 29th Annual General Meeting was taken as read.
6. The Chairman addressed the Members. He highlights the government's initiatives viz "Make in India", "Housing for all" and "Swatch Bharat Abhiyaan", to uplift India into the coveted, developed, economies' group. He also informed about the performance of the Company during the year 2014-15, future prospects of the tile Industry vis a vis the Company. He also informed the Members about the results for the 1st quarter of the current financial year 2015-16.

Kajaria Ceramics Limited

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The Chairman concluded his address by thanking the Members, the employees, his colleagues on the Board and all the stakeholders for their continued support.

7. The Chairman further informed that Company has provided the remote e-voting facility to the members to exercise their votes electronically and the shareholders who have not yet casted their vote through e-voting may cast their vote through Physical Ballot.
8. He informed that Board of Directors have appointed Mr. Rupesh Agarwal, Practicing Company Secretary as scrutinizier to conduct the electronic and physical voting in a fair and transparent manner.
9. The Chairman then briefed about the Ordinary and Special businesses set out in the AGM Notice.
10. The Chairman advised that the members may seek clarification, if any pertaining to Company's Audited Accounts and operations. The queries raised by members on the Company's operations and annual accounts for the year ended 31st March 2015 were answered by the Chairman & Managing Director to the satisfaction of Members.
11. The Chairman informed that Mr. Rupesh Agarwal, the scrutinisier would consolidate the results of remote e-voting and results of physical ballot voting at the meeting and then submit their report. The results along with the consolidated scrutinisier's report would be placed on the Company's website and would be communicate to the stock exchanges within 48 hours.
12. The Chairman thanked the members for attending the meeting and declared the meeting as closed.



Kajaria Ceramics Limited

Date of Annual General Meeting (Declaration of Results of AGM)	7 th September, 2015
Total number of shareholders on record date	19753
No. of shareholders present in the meeting either in person or through Proxy	Promoter and Promoter Group: 7 Public: 66
No. of shareholders attended the meeting through video conferencing	Promoter and Promoter Group: NA Public: NA

Details of the Agenda Item No.1: To consider and adopt:

- a. **The audited standalone financial statements of the Company including the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the financial year ended on March 31, 2015, the report of Board of Directors and Auditors thereon; and**
- b. **The audited consolidated financial statements of the Company for the financial year ended on March 31, 2015.**

Resolution required: Ordinary
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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	37491211	37491211	100	37491211	-	100	0.00
Public – Institutional holders	23420322	10499710	44.83	10320817	-	98.30	0.00
Public-Others	18557467	439640	2.37	439565	75	99.98	0.02
Total	79469000	48430486	60.94	48251593	75	99.63	0.00

Details of the Agenda Item No.2: To declare a dividend of Rs. 4/- per Equity Share.

Resolution required: Ordinary
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstand ing shares (3)=[(2)/ (1)]* 100	No. of Votes - In favour (4)	No. of Votes - again st (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	37491211	37491211	100	37491211	0	100	0
Public – Institutional holders	23420322	10838485	46.28	10659592	0	98.35	0
Public-Others	18557467	104165	0.56	104164	1	99.99	0.00
Total	79469000	48433861	60.95	48254967	1	99.63	0.00

Details of the Agenda Item No. 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.

Resolution required: Ordinary
Mode of voting: E-voting & Poll

Promoter/ Public	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	37491211	37491211	100	36821271	-	98.21	-
Public – Institutional holders	23420322	10492557	44.80	10324117	-	98.39	-
Public-Others	18557467	439640	2.37	437569	7	99.53	0.00
Total	79469000	48423408	60.93	47582957	7	98.26	0.00

Details of the Agenda Item No. 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.

Resolution required: Ordinary
Mode of voting: E-voting & Poll

Promoter/ Public	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	37491211	37491211	100	36588353	-	97.59	-
Public – Institutional	23420322	10503010	44.85	10324117	-	98.30	-



holders							
Public- Others	18557467	439640	2.37	437569	2071	99.53	0.47
Total	79469000	48433861	60.95	47350039	2071	97.76	0.00

Details of the Agenda Item No.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.

Resolution required: Ordinary
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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	37491211	37491211	100	3749121 1	-	100	
Public - Institutional holders	23420322	10503014	44.85	8609789	1714332	8.42	16.33
Public- Others	18557467	93252	0.50	92943	0	99.67	0
Total	79469000	48087477	60.51	46193943	1714332	96.06	3.57

Details of the Agenda Item No.6 : Re-appointment of Mr. Chetan Kajaria (DIN 00273928) as Joint Managing Director.

Resolution required: Special
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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	37491211	37491211	100	37470211	-	99.94	
Public - Institutional holders	23420322	10028057	42.82	9849164	-	98.22	



Public-Others	18557467	439640	2.37	437568	2072	99.53	0.47
Total	79469000	47958908	60.35	47756943	2072	99.57	0.00

Details of the Agenda Item No.7: Re-appointment of Mr. Rishi Kajaria (DIN 00228455) as Joint Managing Director.

Resolution required: Special
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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	37491211	37491211	100	3746971 1	-	99.94	-
Public - Institutional holders	23420322	10374437	44.30	1021704 4	-	98.48	-
Public-Others	18557467	93242	0.50	91170	2072	97.78	2.22
Total	79469000	47958890	6035	4777792 5	2072	99.62	0.00

Details of the Agenda Item No. 8: To appoint Mr. Dev Datt Rishi (DIN 00312882), as director of the Company liable to retire by rotation.

Resolution required: Special
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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	37491211	37491211	100	3749121 1	-	100	-
Public - Institutional holders	23420322	10849390	46.32	1067049 7	-	98.35	-
Public-Others	18557467	93260	0.50	92749	511	99.45	0.55
Total	79469000	48433861	60.95	48254457	511	99.62	0.00



Details of the Agenda Item No. 9: To appoint Mr. Dev Datt Rishi (DIN 00312882), as Director-Technical of the Company.

Resolution required: Special
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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	37491211	37491211	100	3749121 1	-	100	-
Public - Institutional holders	23420322	10028057	42.82	9730959	118205	97.04	1.18
Public-Others	18557467	439640	2.37	439195	445	2.37	0.10
Total	79469000	47958908	60.35	47661365	118650	99.90	0.25

Details of the Agenda Item No.10: To appoint Mr. Harady Rathnakar Hegde (DIN 05158270), as an Independent Director.

Resolution required: Special
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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	37491211	37491211	100	37491211	-	100	-
Public - Institutional holders	23420322	10028057	42.82	9849164	-	98.22	-
Public-Others	18557467	439340	2.37	439225	115	99.97	0.03
Total	79469000	47958608	60.35	47779600	115	99.63	0.00



Details of the Agenda Item No. 11: To appoint Mr. Ram Ratan Bagri (DIN 00275313), as an Independent Director.

Resolution required: Special
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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	37491211	37491211	100	3749121 1	-	100	-
Public - Institutional holders	23420322	10028057	42.82	8897659	951505	88.73	9.49
Public-Others	18557467	93261	0.50	93146	115	99.88	0.12
Total	79469000	47612529	59.91	46482016	951620	97.63	2.00

Details of the Agenda Item No. 12: To appoint Mrs. Sushmita Shekhar (DIN 02284266), as an Independent Director.

Resolution required: Special
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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	37491211	37491211	100	3749121 1	-	100	-
Public - Institutional holders	23420322	10028057	42.82	9849164	-	98.22	-
Public-Others	18557467	439599	2.37	439194	405	99.91	0.09
Total	79469000	47958867	60.35	47779569	405	99.63	0.00



Details of the Agenda Item No. 13: To approve Related Party Transaction under Clause 49 of the Listing Agreement.

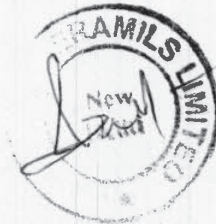
Resolution required: Special
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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	37491211	37491211	100	-	-	100	-
Public - Institutional holders	23420322	10012262	42.75	9716119	118205	97.04	1.18
Public-Others	18557467	439166	2.37	438412	754	99.82	0.17
Total	79469000	47942639	60.33	47645742	118959	99.38	0.25

Details of the Agenda Item No. 14: To formulate and introduce Kajaria Employees Stock Option Scheme 2015 (ESOP 2015).

Resolution required: Special
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding 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	37491211	37491211	100	37491211	-	100	-
Public - Institutional holders	23420322	10503010	44.85	6584574	3739543	62.69	35.60
Public-Others	18557467	439166	2.37	353595	85571	80.52	19.48
Total	79469000	48433387	60.95	44429380	3825114	91.73	7.90



Details of the Agenda Item No. 15: To issue Employee Stock Option to the Employees of the Subsidiary Companies.

Resolution required: Special
Mode of voting: E-voting & Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding 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	37491211	37491211	100	3749121 1	-	100	-
Public - Institutional holders	23420322	10503010	44.85	6458825	3865292	61.49	36.80
Public-Others	18557467	439173	2.37	353555	85618	80.50	19.50
Total	79469000	48433394	60.95	4430359 1	3950910	91.47	8.16

