30 YEARS OF TRANSFORMATION

Kajaria

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BAORD OF DIRECTORS OF KAJARIA CERAMICS LIMITED AT THEIR MEETING HELD ON AUGUST 26, 2019 AT CROWNE PLAZA TODAY, SECTOR-29, NATIONAL HIGHWAY-8, GURGAON, HARYANA-122001

TO CONSIDER DRAFT SCHEME OF AMALGAMATION AMONGST KAJARIA TILES PRIVATE LIMITED (FORMERLY KNOWN AS KAJARIA FLOERA CERAMICS PRIVATE LIMITED), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY AND KAJARIA CERAMICS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 made thereunder, (including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force), the National Company Law Tribunal Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and subject to requisite approvals, sanctions, consents, objections, if any, and confirmations, permissions from the Hon'ble National Company Law Tribunal, Chandigarh Bench ('NCLT') or Hon'ble National Company Law Appellate Tribunal ('NCLAT') or such other competent authority as may be applicable, subject to requisite approval of the shareholders and/or creditors of the Company or such other competent authority as may be directed by the NCLT, and on recommendation of the Audit Committee of the Company, the draft 'Scheme of Amalgamation amongst Kajaria Tiles Private Limited (Formerly known as Kajaria Floera Ceramics Private Limited), (Wholly-owned Subsidiary company/Transferor company) and Kajaria Ceramics Limited, (Holding company/Transferee company) and their respective Shareholders and Creditors' ('Scheme'), as placed before the Board of Directors and duly initialed by the Company Secretary of the Company, which provides for amalgamation of the Transferor company with the Transferee company, on a going concern basis, with effect from April 1, 2019 or such other date as may be approved by the competent authority, be and is hereby approved by the Board of Directors of the Company ('the Board').

RESOLVED FURTHER THAT the Scheme shall be effective from April 1, 2019 ('Appointed Date') or such other date as may be approved by the Hon'ble NCLT, Chandigarh Bench or such other authority having jurisdiction over the Transferee company/Transferor company.

RESOLVED FURTHER THAT pursuant to SEBI Circular No. SEBI/LAD/NRO/GN/2016-17/029 dated February 15, 2017 ('Circular') issued by the Securities and Exchange Board of India ('SEBI'), the provisions of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable in case of amalgamation of wholly-owned subsidiaries with the holding company.

RESOLVED FURTHER THAT the certificate issued by the Statutory Auditors of the Company, i.e. M/s Walker Chandiok & Co LLP, Chartered Accountants, certifying, inter-alia, that the

Scheme is in compliance with all the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013 as placed before the Board, be and is hereby is accepted and taken on record.

RESOLVED FURTHER THAT any of the Directors, Mr. R.C. Rawat, COO (A&T) & Company Secretary and Mr. Sanjeev Agarwal, Chief Financial Officer of the Company, be and are hereby severally authorised to take all steps necessary in this connection including but not limited to the following:

a) To file, execute, sign, deliver, certify all necessary e-forms, declaration, statement, notices, scheme of amalgamation, applications/joint application, petitions, affidavits, rejoinder, undertaking, notices for summons, notices of general meetings, notices of meeting of creditors, reports, advertisements, notices and/or any other documents and pleadings or papers, as may be required to be signed for and on behalf of the Company and to represent the Company before the authority or any Government/regulatory authority in connection with the said amalgamation;

b) To obtain necessary approvals/no objection certificates from shareholders, secured creditors, unsecured creditors and trade creditors;

c) To give no objection certificate/approvals, wherever the Company is a shareholder, secured/unsecured/trade creditors, if required;

d) To obtain various certificates from the Statutory Auditors of the Company and to take all other necessary documents in this regard;

e) To make and agree to such alterations, conditions and changes to the Scheme as may be desirable or expedient or which may be necessary for satisfying the requirements or conditions prescribed by any other government/regulatory authority concerned, and to sign /execute all such applications, letters, writings, undertakings, certificates, confirmations and all other documents, deeds as may be necessary in this regard;

f) To take all steps necessary, in connection with the filing of Scheme with the Hon'ble NCLT, Chandigarh Bench and such any other authorities as may be required;

g) To attend, vote and sign the attendance sheet of the general meeting of shareholders/creditors of the Transferor Company;

h) To appoint, engage, renew or terminate any Counsels, Advocates, Solicitors, Chartered Accountants, Company Secretary, consultants and any other professionals for the implementation of the Scheme or the said amalgamation and to sign and execute authorizations/ vakalatnama/ power of attorney, wherever necessary, in their favour and do all acts and things as may be considered necessary in relation thereto;

i) To appear before the SEBI, Stock Exchanges, Registrar of Companies, Regional Director, Official Liquidator, Income Tax Authority/Department and any other regulatory/ statutory authorities as may be required;

j) To make such alterations and modifications to the Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the NCLT, SEBI, Stock Exchange(s) or any other competent authority as may be required for approving the Scheme;

k) To settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;

l) To suspend, withdraw or review the Scheme from time to time as may be specified by any statutory authority or as may be suo-moto decided by the Board in its absolute discretion;

m) To file, on behalf of the Company, applications before the Hon'ble NCLT, Chandigarh Bench, for directions or holding separate meetings of the shareholders/creditors, if necessary, of the Company, or to seek directions for exemption from holding the meetings of the shareholders and creditors of the Company and other usual directions with respect to the Scheme;

n) To sign the unaudited financial statements as may be required to be prepared upon direction of Hon'ble NCLT for purpose of the said amalgamation;

o) To delegate all or any of the above said powers in favour of any other officer of the Company or any lawyer or counsel or professional as may be deemed necessary or prudent, any or all of their powers in connection therewith;

p) To do all such acts, deeds, matters and things as may be deemed necessary, expedient, incidental or consequential in connection with the above said amalgamation."

For Kajaria Ceramics Limited

Kajaria Ceramics Ltd.

R.C. Rawat
COO (A&T) & Company Secretary

FCS 5101
A-95, Madhuban, Preet Vihar, New Delhi-110092

Kajaria
TRANSFORM YOUR WORLD

KAJARIA TILES PVT LTD

(Formerly known as Kajaria Floera Ceramics Pvt Ltd)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BAORD OF DIRECTORS OF KAJARIA TILES PRIVATE LIMITED AT THEIR MEETING HELD ON AUGUST 26, 2019 AT 5.30 P.M. AT THE REGISTERED OFFICE AT SF-11, SECOND FLOOR, JMD REGENT PLAZA, MEHRAULI GURGAON ROAD, VILLAGE SIKANDERPUR GHOSI, GURGOAN – 122001

TO CONSIDER DRAFT SCHEME OF AMALGAMATION AMONGST KAJARIA TILES PRIVATE LIMITED (FORMERLY KNOWN AS KAJARIA FLOERA CERAMICS PRIVATE LIMITED) AND KAJARIA CERAMICS LIMITED, HOLDING COMPANY AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 made thereunder, (including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force), the National Company Law Tribunal Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and subject to requisite approvals, sanctions, consents, objections, if any, and confirmations, permissions from the Hon'ble National Company Law Tribunal, Chandigarh Bench ('NCLT') or Hon'ble National Company Law Appellate Tribunal ('NCLAT') or such other competent authority as may be applicable, subject to requisite approval of the shareholders and/or creditors of the Company or such other competent authority as may be directed by the NCLT, the draft 'Scheme of Amalgamation amongst Kajaria Tiles Private Limited (Formerly known as Kajaria Floera Ceramics Private Limited), (Wholly-owned Subsidiary company/Transferor company) and Kajaria Ceramics Limited, (Holding company/Transferee company) and their respective Shareholders and Creditors' ('Scheme'), as placed before the Board of Directors, which provides for amalgamation of the Transferor company with the Transferee company, on a going concern basis, with effect from April 1, 2019 or such other date as may be approved by the competent authority, be and is hereby approved by the Board of Directors of the Company ('the Board').

RESOLVED FURTHER THAT the Scheme shall be effective from April 1, 2019 ('Appointed Date') or such other date as may be approved by the Hon'ble NCLT, Chandigarh Bench or such other authority having jurisdiction over the Transferee company/Transferor company.

RESOLVED FURTHER THAT the certificate issued by the Statutory Auditors of the Company - M/s O P Bagla & Co LLP, Chartered Accountants, certifying, inter-alia, that the Scheme is in compliance with all the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013 as placed before the Board, be and is hereby is accepted and taken on record.

RESOLVED FURTHER THAT Mr. Ramkishan Sharma, Director, Mr. Venkata Rajani Kumar Dirisala, Director-Technical and Mr. Vishal Rastogi, Director of the Company, be and are hereby severally authorised to take all steps necessary in this connection including but not limited to the following:

Registered Office : SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village, Sikanderpur Ghosi, Gurgaon, Haryana 122001
Office & Works : Survey No. 129, Industrial Park,Opp. Bhavanisankarapuram,Thatiparthi (V), Thottambedu (M), Near Srikalahasti,Chittoor Dist. A.P. – 517 642 GST NO. - 37AACCF4853F1ZN, CIN : U26933HR2014PTC081026 Email : info@kajariatiles.net

KAJARIA TILES PVT LTD

a) To file, execute, sign, deliver, certify all necessary e-forms, declaration, statement, notices, scheme of amalgamation, applications/joint application, petitions, affidavits, rejoinder, undertaking, notices for summons, notices of general meetings, notices of meeting of creditors, reports, advertisements, notices and/or any other documents and pleadings or papers, as may be required to be signed for and on behalf of the Company and to represent the Company before the authority or any Government/regulatory authority in connection with the said amalgamation;

b) To obtain necessary approvals/no objection certificates from shareholders, secured creditors, unsecured creditors and trade creditors;

c) To give no objection certificate/approvals, wherever the Company is a shareholder, secured/unsecured/trade creditors, if required;

d) To obtain various certificates from the Statutory Auditors of the Company and to take all other necessary documents in this regard;

e) To make and agree to such alterations, conditions and changes to the Scheme as may be desirable or expedient or which may be necessary for satisfying the requirements or conditions prescribed by any other government/regulatory authority concerned, and to sign /execute all such applications, letters, writings, undertakings, certificates, confirmations and all other documents, deeds as may be necessary in this regard;

f) To take all steps necessary, in connection with the filing of Scheme with the Hon'ble NCLT, Chandigarh Bench and such any other authorities as may be required;

g) To appoint, engage, renew or terminate any Counsels, Advocates, Solicitors, Chartered Accountants, Company Secretary, consultants and any other professionals for the implementation of the Scheme or the said amalgamation and to sign and execute authorizations/ vakalatnama/ power of attorney, wherever necessary, in their favour and do all acts and things as may be considered necessary in relation thereto;

h) To appear before the SEBI, Stock Exchanges, Registrar of Companies, Regional Director, Official Liquidator, Income Tax Authority/Department and any other regulatory/ statutory authorities as may be required;

i) To make such alterations and modifications to the Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the NCLT, SEBI, Stock Exchange(s) or any other competent authority as may be required for approving the Scheme;

j) To settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;

KAJARIA TILES PVT. LTD.

k) To suspend, withdraw or review the Scheme from time to time as may be specified by any statutory authority or as may be suo-moto decided by the Board in its absolute discretion;

l) To file, on behalf of the Company, applications before the Hon'ble NCLT, Chandigarh Bench, for directions or holding separate meetings of the shareholders/creditors, if necessary, of the Company, or to seek directions for exemption from holding the meetings of the shareholders and creditors of the Company and other usual directions with respect to the Scheme;

m) To sign the unaudited financial statements as may be required to be prepared upon direction of Hon'ble NCLT for purpose of the said amalgamation;

n) To delegate all or any of the above said powers in favour of any other officer of the Company or any lawyer or counsel or professional as may be deemed necessary or prudent, any or all of their powers in connection therewith;

o) To do all such acts, deeds, matters and things as may be deemed necessary, expedient, incidental or consequential in connection with the above said amalgamation."

For Kajaria Tiles Private Limited

KAJARIA TILES PVT. LTD.

Ramkishan Sharma
Director

DIN: 06746188
Address: D-512, Gyandeep Apartments,
Sector-11, Vasundhara
Ghaziabad- 201012