

May 21, 2024

BSE Limited
P.J. Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Sub: Notice of Postal Ballot

Dear Sir/Madam,

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs regarding the Postal Ballot, etc., we enclose herewith the Notice of Postal Ballot dated May 7, 2024 of Kajaria Ceramics Limited ('the Company'), which is being sent to the Members of the Company, for obtaining their approvals through Postal Ballot by way of e-voting for passing of Special Resolution(s) with respect to the items(s) mentioned in the said Notice.

Kindly take the same on record.

Thanking You,

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.:** +91-0124-4081281
CIN No.: L26924HR1985PLC056150, **E-mail:** info@kajariaceramics.com | **Web.:** www.kajariaceramics.com

KAJARIA CERAMICS LIMITED

[CIN: L26924HR1985PLC056150]

Registered Office: SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana-122001, Phone +91-124-4081281

Corporate Office: J-1/ B-1 (Extn), Mohan Co-operative Industrial Estate, Mathura Road, New Delhi- 110044
Phone +91-11-26946409, Fax: +91-11-26946407

Website: www.kajariaceramics.com **Email:** investors@kajariaceramics.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014, as amended from time to time (the 'Rules') and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and other applicable laws and Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, and latest one being Circular No. 09/2023 dated September 25, 2023 and any other circular as issued by the Ministry of Corporate Affairs ('MCA') [hereinafter collectively referred to as 'MCA Circulars'], Kajaria Ceramics Limited ('the Company') is seeking the approval(s) of its Members for the matter(s) as set out in the resolution(s) appended below, through Postal Ballot by voting through electronic means ('remote e-voting' or 'e-voting').

In compliance with the said MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive user Id and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting.

The Board of Directors of the Company (the "Board") has appointed Mr. Rupesh Agarwal, (Membership No.: ACS 16302, CP No.: 5673), Managing Partner or failing him Mr. Shashikant Tiwari (Membership No.: FCS 11919, CP No.: 13050), Partner or failing him Mr. Lakhan Gupta (Membership No.: FCS 12682, CP No.: 26704), Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries having its office situated at 11-F, Pocket-IV, Mayur Vihar, Phase I, Delhi - 110091 as Scrutinizer for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner.

In compliance with the provisions of Section 110 of the Act read with the Rules and the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to provide a facility to its Members to exercise their rights to vote on the resolution(s) proposed in the Postal Ballot by electronic means i.e. through remote e-voting services provided by National Securities Depository Limited ('NSDL').

The remote e-voting will commence at **9:00 a.m. (IST)** on **Wednesday, May 22, 2024** and will end at **5:00 p.m. (IST)** on **Thursday, June 20, 2024**. The remote e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

The Scrutinizer shall unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and shall make and submit his Report within the prescribed time.

The results of voting will be announced by the Chairman & Managing Director of the Company or in his absence, any person authorised by him during the working hours on Friday, June 21, 2024 at the Corporate Office of the Company. The results along with the Scrutinizer's Report shall be displayed at the Registered Office and the Corporate Office of the Company. The results shall be communicated to the Stock Exchanges and the same along with the Scrutinizer's Report shall also be displayed on the Company's website www.kajariaceramics.com as well as on NSDL's website www.evoting.nsdl.com

PROPOSED RESOLUTION(S):

1. APPOINTMENT OF MR. RAJENDER MOHAN MALLA (DIN: 00136657) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') including the Rules made thereunder, and in terms of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Rajender Mohan Malla (DIN:00136657), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company by the Board of Directors of the Company with effect from April 1, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Act including the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions, if any, of the Act, as amended from time to time read with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Nomination and Remuneration Policy of the Company, the Articles of Association of the Company and on the basis of approval(s) and recommendation(s) of the Nomination and Remuneration Committee and the Board of Directors (the "Board") of the Company, Mr. Rajender Mohan Malla (DIN:00136657), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment under the Act read with the Rules made thereunder and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a period of five consecutive years effective from April 1, 2024 upto March 31, 2029.

RESOLVED FURTHER THAT the Board of the Company (including any committee of Board of the Company) be and is hereby authorised to do all such things, deeds, matters and acts, as may be required to give effect to this resolution."

2. APPROVAL FOR CONTINUATION OF MR. RAJENDER MOHAN MALLA (DIN: 00136657) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Nomination and Remuneration Policy of the Company and on the basis of approval(s) and recommendation(s) of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to Mr. Rajender Mohan Malla (DIN: 00136657), for continuing to hold the office of the Independent Director of the Company, after attaining the age of 75 years during his existing tenure."

3. APPROVAL FOR CONTINUATION OF MR. DEV DATT RISHI (DIN: 00312882) AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Nomination and Remuneration Policy of the Company and on the basis of approval(s) and recommendation(s) of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to Mr. Dev Datt Rishi (DIN: 00312882), who will attain the age of 75 years on August 4, 2024, to continue as the Non-executive Director of the Company after attaining the age of seventy five years and he will be liable to retire by rotation."

**By order of the Board
For Kajaria Ceramics Limited**

**Ram Chandra Rawat
COO (A&T) & Company Secretary
[FCS No. 5101]**

Place: New Delhi
Date: May 7, 2024

Notes:

1. The Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 (the 'Act') and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in respect of the proposed Special Resolution(s) to be transacted through the Postal Ballot is annexed and forms part of this Notice.
2. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.

3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited ('**CDSL**') and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given in this Notice. Further, the Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, May 17, 2024**, being the '**Cut-off Date**', are entitled to vote on the resolution(s) set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Notice of Postal Ballot for information purpose only.
4. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member(s) as on the Cut-off Date i.e. Friday, May 17, 2024.
5. The Notice of Postal Ballot is available at the Company's website i.e. www.kajariaceramics.com, the Stock Exchanges' websites i.e. www.nseindia.com / www.bseindia.com and NSDL's website i.e. www.evoting.nsd.com
6. *To support the 'Green Initiative', the Members of the Company who are yet to register/update their e-mail address with the Company/Depositories are once again requested to register/update the same for receiving the Notices, Annual Reports and other documents/communications through electronic mode.*

The Members who hold equity shares of the Company in physical form and have not updated their Bank details / PAN / Nominee details / Contact details, are also requested to update the same with the Company / the Company's Registrar and Share Transfer Agent (MCS Share Transfer Agent Limited).

7. The Company is pleased to provide electronic voting facility ('**remote e-voting**' or '**e-voting**') to all the Members of the Company to cast their votes electronically and the business stated in the Notice of Postal Ballot may be transacted through e-voting. For this purpose, necessary arrangements have been made with NSDL to facilitate e-voting process.
8. The instruction for e-voting are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-voting System:

A. Login method for e-voting for the shareholders holding shares in demat mode:

Login method for the shareholders holding shares in demat mode is given below:

Type of shareholders	Login Method
Shareholders holding shares in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL, Viz. https://eservices.nsd.com either on a personal computer or on a mobile. Once the e-Services home page is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on the Company's name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select 'Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Please visit the e-voting website of NSDL and open web browser by typing the URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on the Company's name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. <p>Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility through App Store / Google Play.</p>

Shareholders holding shares in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest facility, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The Users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click login icon & New System Myeasi Tab and then use your existing Easi username & password. After successful login of Easi/Easiest the user will be also able to see the e-voting option for eligible companies where e-voting is in progress as per information provided by the company. On clicking the e-voting option, the user will be able to access e-voting page of e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting service providers, so that user can visit the e-voting service provider's website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & new system Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where e-voting is in progress and also able to directly access the system of all e-voting service providers.
Shareholders (holding shares in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on the Company's name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for the shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000
Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login method for the shareholders other than the shareholders holding shares in demat mode (i.e. shareholders holding shares in physical mode):

- Please visit at the e-voting website of NSDL. Open the web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders/Members' section.
- A new screen will open. Please enter User ID, password and Verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(iv) User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in Demat account with NSDL	8 character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12*****, then User ID is IN300***12*****
For Members who hold shares in Demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12*****, then User ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456, the User ID is 101456001***

(v) Password details are given below:

- (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-voting system for the first time, you need to retrieve the 'initial password' which is communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.
- (vi) If the you are unable to retrieve the password or have not received the 'initial password' or have forgotten your password:
 - Click on '**Forget User Details/Password?**', option available at www.evoting.nsd.com (if your demat account is with NSDL/CDSL)
 - Click on '**Physical User Reset password?**', option available at www.evoting.nsd.com (if you are holding shares in physical form)
 - If you are still unable to retrieve your password through above said options, you can send a request at evoting@nsdl.com, mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- (vii) After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- (viii) Now, click on 'Login' and the Home page of e-voting will open.

Step 2: Process to cast your vote electronically on NSDL e-voting system:

- (i) After successful login at Step -1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- (ii) Select 'EVEN' (Electronic Voting Event Number) of Kajaria Ceramics Limited to cast your vote during the remote e-voting period.
- (iii) Now you are ready for e-voting as the voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

- (v) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (vi) You can also take printout of the votes cast by you by clicking on the print option on confirmation page.
- (vii) Once you confirm your vote on the resolution, you will be not allowed to modify your vote.

General Guidelines for e-voting:

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at rupesh@cacsindia.com or investors@kajariaceramics.com or admin@mcsregistrars.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter; etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-voting' tab in their login.
 - ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
9. Process for those shareholders whose e-mail IDs are not registered with the Company/Depositories for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolution(s) set out in this Notice:
- i. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) by email to investors@kajariaceramics.com
 - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DP-ID + CL-ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) to investors@kajariaceramics.com
 - iii. If you are holding shares in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e. Login method for e-voting for the shareholders holding shares in demat mode.
 - iv. Alternatively, a shareholder may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - v. In terms of the SEBI's Circular dated December 9, 2020 on e-voting facility provided by listed companies, Individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.
10. The voting period will commence at 9:00 a.m. (IST) on Wednesday, May 22, 2024 and will end at 5:00 p.m. (IST) on Thursday, June 20, 2024. No voting shall be allowed beyond 5:00 p.m. (IST) on Thursday, June 20, 2024. The e-voting module shall be disabled by NSDL for voting thereafter.
11. In case of any queries connected with voting by electronic means ('e-voting'), you may refer the Frequently Asked Questions ('FAQs') for Members and the remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or contact Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, A Wing, Fourth & Fifth Floor, Kamla Mills Compound, Lower Parel, Mumbai- 400013 through email at evoting@nsdl.com or call on 022-48867000 or may contact Mr. R.C. Rawat, COO (A&T) & Company Secretary of the Company, through email at investors@kajariaceramics.com or on telephone at +91-11-26946409.
12. The Special Resolution(s) will be taken as passed effectively on the last date of e-voting on Thursday, June 20, 2024, if the results of the Postal Ballot indicate that the requisite majority of the Members of the Company have assented to the Special Resolution(s).
13. The Special Resolution(s) passed by the Members of the Company through the Postal Ballot is deemed to have been passed as if the same have been passed at a general meeting of the Members of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 17(11) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NOS. 1 & 2

Pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the Articles of the Association and the Nomination and Remuneration Policy of the Company, the Board of Directors (the 'Board') of the Company, on recommendation of the Nomination and Remuneration Committee (the 'NR Committee') and subject to approval of the Members of the Company, appointed Mr. Rajender Mohan Malla (DIN: 00136657) as a Non-executive Independent Director (Additional Director) of the Company for a period of five consecutive years effective from April 1, 2024 upto March 31, 2029 and who will not be liable to retire by rotation.

Regulation 17(1A) of the Listing Regulations provides that no company shall appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect.

During the tenure of Mr. Rajender Mohan Malla, his age will exceed 75 years. Thus, as per the above said provision of the Listing Regulations, approval of the Members of the Company will be required by way of Special Resolution, so that he can continue as the Independent Director of the Company during his tenure even after attaining the age of seventy five years.

In terms of Sections 149, 152 read with Schedule IV of the Act including the Rules and the Listing Regulations, on recommendation of the NR Committee and subject to approval of the Members of the Company, the Board of the Company recommended appointment of Mr. Rajender Mohan Malla as an Independent Director of the Company for the above said period and his continuation to hold the office of the Independent Director of the Company, after attaining the age of 75 years during his tenure.

In the opinion of the Board of the Company, Mr. Rajender Mohan Malla fulfils the conditions specified in the Act and rules made thereunder read with the Listing Regulations for his appointment as the Independent Director of the Company and he is independent of the management. The Board of the Company considers that association of Mr. Rajender Mohan Malla would be of immense benefit to the Company and accordingly, it is desirable to avail his services as the Independent Director of the Company.

Mr. Rajender Mohan Malla possesses requisite skills, experience and competencies identified by the NR Committee and the Board of the Company and as required for the role of an Independent Director of the Company. He has experience/expertise in the areas of Banking, Accountancy, Economics, Finance & Financial Management, Business Management, Risk Management, Human Resources, Law, and Administration and possesses appropriate skills, expertise and competencies required at the Board.

The Company has received notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Rajender Mohan Malla for the office of a Director of the Company. He is not disqualified from being appointed as the Director in terms of Section 164 of the Act and the Company has also received declaration from Mr. Rajender Mohan Malla that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and his consent to act as the Director.

The Company has also received confirmation from Mr. Rajender Mohan Malla that he meets the conditions as prescribed under the Listing Regulations and the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The terms & conditions of appointment of Mr. Rajender Mohan Malla will be available, electronically, for the inspection by Members of the Company. Members seeking to inspect the same can send an email to investors@kajariaceramics.com. The said terms & conditions are also available at the Company's website www.kajariaceramics.com.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in Annexure-A of the Notice.

Mr. Rajender Mohan Malla is not debarred from holding the office of the director by virtue of any order passed by the SEBI or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018.

Accordingly, the Board recommends the Special Resolution(s) in relation to the appointment of Mr. Rajender Mohan Malla as the Independent Director of the Company and his continuation to hold office of the Independent Director of the Company during his tenure after attaining the age of seventy five years, for the approval(s) of the Members of the Company by way of Special Resolution(s).

Mr. Rajender Mohan Malla may be deemed to be concerned or interested in these resolution(s) with respect to his appointment. None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Special Resolution(s) set out at Item Nos. 1 & 2 of the Notice, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3

Presently, Mr. Dev Datt Rishi (DIN: 00312882) is the Non-executive Director of the Company. He has been associated with the Company in various capacity since inception in 1987 when the first tile plant of the Company was conceived at Sikandrabad (U.P.). He has rich experience in the field of production, quality control, R&D, technology transfer, training and organization development, etc.

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') provides that no company shall appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. Dev Datt Rishi will attain the age of seventy five years on August 4, 2024. Thus, as per the said provisions of the Listing Regulations, he will be able to continue to hold the directorship as the Non-executive Director of the Company after August 4, 2024, only on the approval of the Members of the Company by way of Special Resolution.

The Board of Directors (the 'Board') of the Company is of opinion that Mr. Dev Datt Rishi is the person of integrity, having vast experience & relevant expertise and his continued association would be of immense benefit to the Company and it is desirable to avail his services as the Non-executive Director of the Company. Hence, in view of his rich experience and contributions throughout his association with the Company and on the recommendation of the Nomination and Remuneration Committee, the Board considered the continuity of his directorship as justified and recommended continued association of Mr. Dev Datt Rishi as the Non-executive Director of the Company after attaining the age of seventy five years, who will be liable to retire by rotation.

Accordingly, the Board recommends the Special Resolution in relation to the continuation of Mr. Dev Datt Rishi as the Non-executive Director of the Company after attaining the age of seventy five years, for the approval of the Members of the Company, by way of Special Resolution.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in Annexure-A of the Notice.

Mr. Dev Datt Rishi may be deemed to be concerned or interested in the resolution with respect to continuation of his Directorship. None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Special Resolution set out at Item No. 3 of the Notice, except to the extent of their shareholding, if any, in the Company.

By order of the Board
For Kajaria Ceramics Limited

Ram Chandra Rawat
COO (A&T) & Company Secretary
[FCS No. 5101]

Place: New Delhi
Date: May 7, 2024

Information pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Director(s) proposed to be appointed:

Name of Directors	Mr. Rajender Mohan Malla (DIN: 00136657)	Mr. Dev Datt Rishi (DIN: 00312882)
Date of Birth	15.05.1953	05.08.1949
Date of first appointment on the Board of the Company	Subject to the approval of the Members of the Company, the Board has appointed Mr. Rajender Mohan Malla as an Independent Director of the Company for a period of five consecutive years with effect from April 1, 2024.	14.01.2015
Qualification	B.Com., M.Com., M.B.A.	B.Sc. (Engineering) Chemical Hons., Diploma in Management
Experience	<p>With a distinguished career spanning four decades, he has held senior roles in prominent banks and financial institutions including IDBI Bank Limited, SIDBI, IFCI and PTC India Financial Services Limited.</p> <p>He also served as the MD & CEO of PTC India Financial Services Limited from 2013 to 2015 and as the CMD of IDBI from 2010 to 2013.</p> <p>Presently, he is also director in various companies.</p>	<p>He is an eminent technical professional having experience in a wide spectrum of industries like Chemicals, Fertilizers, Pesticides and Ceramics. He was associated with Kajaria Ceramics since inception in 1987 when the first tile plant was conceived at Sikandrabad (U.P.). For more than 20 years, he managed all operations meticulously. Under his dynamic leadership, the Company successfully carried out various expansions.</p> <p>His knowledge and techniques have contributed to production of international standards quality tiles. He has rich experience in the field of production, quality control, R&D, technology transfer, standardization, projects, training and organization development, etc.</p>
Terms and conditions of appointment	As mentioned in explanatory statement of the Notice.	As mentioned in explanatory statement of the Notice.
Remuneration sought to be paid and last drawn	<p><u>Remuneration Sought:</u></p> <p>No remuneration will be payable except sitting fees for attending the Board and its Committee meetings.</p> <p><u>Remuneration last drawn as an Independent Director:</u></p> <p>Not Applicable</p>	<p><u>Remuneration Sought:</u></p> <p>No remuneration will be payable except sitting fees for attending the Board and its Committee meetings.</p> <p><u>Remuneration last drawn as the Non-executive Director:</u></p> <p>Not Applicable</p>
Shareholding in the Company	Nil	1240 equity shares
Relationship with other Directors and Key Managerial Personnel of the Company	He is not related to other Directors and Key Managerial Personnel of the Company	He is not related to other Directors and Key Managerial Personnel of the Company
Number of Board Meetings of the Company attended during the financial year 2023-24	Not Applicable	6 (Six)
Names of Listed Companies in which holds the directorship and the membership of Committees of the Board of Directors ('Board')	<u>Name of Listed Companies</u>	<u>Type of Directorship and Committee Position</u>
	Waaree Technologies Limited	Independent Director
	Filatex India Limited	Independent Director Member of Audit Committee
	IOL Chemicals and Pharmaceuticals Limited	Independent Director
Names of Listed Companies from which resigned in the last three years	Indosolar Limited	

Directorship held in other Public Limited Companies (other than Listed Companies)	Adani Airport Holdings Limited Share Microfin Limited Mumbai International Airport Limited Waaree Energies Limited Metro Tyres Limited Navi Mumbai International Airport Private Limited (subsidiary of public limited company)	Nil	
Directorship held in Private Limited Companies	Sriffin Credit Private Limited Nextgen Telesolutions Private Limited Adani Capital Private Limited Centillion Finance Private Limited	Nil	
Chairmanship / Membership of the Committee of the Board of the Company	Member of the Audit Committee Member of the Nomination and Remuneration Committee	Member of Risk Management Committee	
Chairmanship / Membership of the Committee of the Board of Public Limited Companies (other than Listed Companies)	<u>Name of Public Limited Companies</u>	<u>Committee Position</u>	Nil
	Waaree Energies Limited	Chairman of Audit Committee	
	Mumbai International Airport Limited	Chairman of Audit Committee	
	Navi Mumbai International Airport Private Limited (subsidiary of public limited company)	Chairman of Audit Committee	

**By order of the Board
For Kajaria Ceramics Limited**

**Ram Chandra Rawat
COO (A&T) & Company Secretary
[FCS No. 5101]**

Place: New Delhi
Date: May 7, 2024