



Kajaria

February 8, 2019

BSE Ltd.,
P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

National Stock Exchange of India Ltd.,
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, we enclose herewith the Notice of Postal Ballot dated January 18, 2019 of Kajaria Ceramics Limited ('the Company'), which is being sent to the members of the Company, for obtaining their approvals through Postal Ballot (including e-Voting) by passing of Special Resolution(s) regarding the continuation of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi, who have attained the age of 75 years, as the Independent Directors of the Company, on/after April 1, 2019 till the expiry of their current tenure and re-appointments of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as the Independent Directors of the Company for the second terms, as mentioned in the said Notice.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For Kajaria Ceramics Limited

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



Encl.: As above

Kajaria Ceramics Limited

Corporate Office : J1/B1 (Extn.), Mohan Co - op Industrial Estate, Mathura Road, New Delhi - 110044, Ph.: +91-11-26946409 | Fax: +91-11- 26946407
Regd Office: SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon-122001, Haryana, Ph.: +91-124-4081281
CIN No. : L26924HR1985PLC056150, E-mail: info@kajariaceramics.com | Web: www.kajariaceramics.com

KAJARIA CERAMICS LIMITED

[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 Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and other applicable laws and Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company is seeking the approval of the Members for the matters as set out in the resolutions appended below, through Postal Ballot (including voting by electronic means). The explanatory statement pursuant to Section 102 and other applicable provisions of the Act, setting out all the material facts and reasons for the proposed resolutions, are appended herein below alongwith the Postal Ballot Form (“**Form**” or “**Postal Ballot Form**”) for your consideration.

The Board of Directors of the Company (the “**Board**”) has appointed Mr. Rupesh Agarwal, (Membership No.: ACS 16302, CP No.: 5673) and in his absence Mr. Shashikant Tiwari (ACS No.: 28994, CP No. 13050), Practicing Company Secretaries of M/s Chandrasekaran Associates having its office situated at 11 F, Pocket IV, Mayur Vihar, Phase 1, Delhi - 110091 as Scrutinizer for conducting the Postal Ballot including e-voting 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 resolutions 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 commences at 9:00 a.m. (IST) on Sunday, February 10, 2019 and ends at 5:00 p.m. (IST) on Monday, March 11, 2019. 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.

Members desiring to exercise their votes by Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the same, duly completed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer by 5:00 p.m. (IST) on Monday, March 11, 2019. Please note that any Postal Ballot Form(s), received after the said date & time will be treated as not having been received.

The Scrutinizer shall submit his report after completion of scrutiny of Forms and remote e-Voting. The results of voting by Postal Ballot (i.e. through the Postal Ballot Forms and remote e-Voting) will be announced by the Chairman & Managing Director of the Company or in his absence, any person authorised by him on or before the close of working hours on Tuesday, March 12, 2019 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 RESOLUTIONS:

1. APPROVAL FOR CONTINUATION OF MR. RAJ KUMAR BHARGAVA (DIN: 00016949) 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 the applicable provisions of the SEBI (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 recommendations 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. Raj Kumar Bhargava (DIN: 00016949), Independent Director of the Company, who has attained the age of 75 years, to continue as an Independent Director of the Company on/after April 1, 2019 till the expiry of his existing tenure i.e. upto the conclusion of the 33rd Annual General Meeting of the Company to be held in the Calendar Year 2019 or upto July 31, 2019, whichever is earlier.”

2. APPROVAL FOR CONTINUATION OF MR. DEBI PRASAD BAGCHI (DIN: 00061648) 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 the applicable provisions of the SEBI (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 recommendations 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. Debi Prasad Bagchi (DIN: 00061648), Independent Director of the Company, who has attained the age of 75 years, to continue as an Independent Director of the Company on/after April 1, 2019 till the expiry of his existing tenure i.e. upto the conclusion of the 33rd Annual General Meeting of the Company to be held in the Calendar Year 2019 or upto July 31, 2019, whichever is earlier.”

3. APPROVAL FOR RE-APPOINTMENT OF MR. RAJ KUMAR BHARGAVA (DIN: 00016949) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOVLED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with the applicable provisions of the SEBI (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 recommendations of the Nomination and Remuneration Committee & the Board of Directors of the Company, Mr. Raj Kumar Bhargava (DIN: 00016949), Independent Director of the Company, who was appointed for five consecutive years upto the conclusion of the 33rd Annual General Meeting of the Company to be held in the Calendar Year 2019 or upto July 31, 2019, whichever is earlier and who has attained the age of seventy five (75) years 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 re-appointed as an Independent Director of the Company for the second term effective from the conclusion of the 33rd Annual General Meeting of the Company to be held in the Calendar Year 2019 or from August 1, 2019, whichever is earlier upto the conclusion of the 36th Annual General Meeting of the Company to be held in the Calendar Year 2022 and who shall not be liable to be retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do such acts, deeds, matters and things as they may deem necessary.”

4. APPROVAL FOR RE-APPOINTMENT OF MR. DEBI PRASAD BAGCHI (DIN: 00061648) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOVLED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with the applicable provisions of the SEBI (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 recommendations of the Nomination and Remuneration Committee & the Board of Directors of the Company, Mr. Debi Prasad Bagchi (DIN: 00061648), Independent Director of the Company, who was appointed for five consecutive years upto the conclusion of the 33rd Annual General Meeting of the Company to be held in the Calendar Year 2019 or upto July 31, 2019, whichever is earlier and who has attained the age of seventy five (75) years 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 re-appointed as an Independent Director of the Company for the second term effective from the conclusion of the 33rd Annual General Meeting of the Company to be held in the Calendar Year 2019 or from August 1, 2019, whichever is earlier upto the conclusion of the 36th Annual General Meeting of the Company to be held in the Calendar Year 2022 and who shall not be liable to be retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do such acts, deeds, matters and things as they may deem necessary.”

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

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

Registered office:

SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road,
Village Sikanderpur Ghosi, Gurgaon, Haryana- 122001

Place: New Delhi

Date: January 18, 2019

Notes:

1. The Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 (the 'Act'), in respect of the proposed Special Resolutions to be transacted through the Postal Ballot is annexed and forms part of this Notice.
2. Information pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2'), in respect of continuation of present terms of the Directors and the Directors proposed to be re-appointed are annexed herewith as Annexure- A.
3. The Notice is being sent to all the members, whose name appear in the Register of Members/list of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited ('CDSL') on Friday, January 18, 2019. 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, January 18, 2019.

To support the 'Green Initiative', the members who are yet to register / update their e-mail address with the Company or Depositories Participants ('DPs) are once again requested to register / update the same for receiving the Notices, Annual Reports and other documents/communications through electronic mode.

In accordance with the SEBI's Notifications dated June 8, 2018 and November 30, 2018 regarding amendment in the Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members of the Company, who holds equity shares of the Company in physical form, are requested to get the physical form of the said equity shares in dematerialised mode before April 1, 2019. W.e.f. April 1, 2019, transfer of equity shares would be carried out in dematerialized form only, except in case of transmission or transposition of securities. Hence, the Company/its Registrar and Share Transfer Agent (RTA), will not entertain any requests of transfer of equity shares, if they are in physical form and presented for transfer to Company or its RTA, after March 31, 2019.

4. The Notice of Postal Ballot along with the Form is available at the Company's website i.e. www.kajariaceramics.com and NSDL's website i.e. www.evoting.nsdl.com
5. The Company is pleased to provide Electronic Voting facility ('remote e-Voting' or 'e-Voting') as an alternate, to all its members, to enable them to cast their votes electronically instead of physical Postal Ballot Form and the businesses 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.
6. The instructions for e-Voting are as under:

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

Step - 1 - Process to login to NSDL e-voting website:

- (i) Please visit at the e-Voting website of NSDL, either on a personal computer or on a mobile and open the web browser by typing the URL: <https://www.evoting.nsdl.com/>
- (ii) Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- (iii) 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 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 will need to retrieve the 'initial password' which is communicated to you at your registered E-mail ID as specified in the demat account consisting of 'pdf file'.

The password for opening the 'pdf file' is your 8 digit Client ID for NSDL account and the last 8 digit Client ID for CDSL account, if you are holding shares in demat form and if you are holding shares in physical form, then your folio number is your password. The 'pdf file' contains your 'User ID' and your 'Initial password'.

If your e-mail Id is not registered with the Company, your initial password will be communicated to you on your postal address.

Once you enter the 'initial password', the system will force you to change your password.

- (vi) If 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.nsdl.com (if your demat account is with NSDL/CDSL)
 - Click on '**Physical User Reset password?**', option available at www.evoting.nsdl.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.co.in, mentioning your demat account number/folio number, your PAN, your name and your registered address.
- (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 vote electronically on NSDL e-Voting system:

- (i) After successful login at Step -1, you will be able to see the Home Page of e-voting. Click on e-voting. Then click on Active Voting Cycles.
- Now, 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.
- (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:

- 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.co.in
- 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.
7. As per the Act read with the Rules, the Notice of the Postal Ballot may be served to the Shareholders through electronic transmission. Notice of Postal Ballot and Postal Ballot Form are being sent electronically to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s). In respect of others, these documents are being sent by permitted mode of dispatch.
8. Kindly note that the Members can opt for only one mode of voting i.e. either physical Postal Ballot Form or e-Voting. If you are opting for e-Voting, please do not vote by physical Postal Ballot Form and vice versa. However, in case a Member casts his vote by physical Postal Ballot Form and also by e-Voting, voting done by valid e-Voting shall prevail and voting done through Postal Ballot Form will be treated as invalid.
9. There will be one Postal Ballot Form/e-Voting for every DP ID-Client ID/Folio No., irrespective of the number of joint holders.
10. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of voting through Postal Ballot Form/e-Voting. A person who is not a Member as on the Cut-off Date should treat this notice for information purpose only.
11. Members who have received Notice of the Postal Ballot by e-mail and who wish to vote through Postal Ballot Form, may download the Postal Ballot Form from the Company's website www.kajariaceramics.com or can seek duplicate Postal Ballot Form from the Corporate Office of the Company and fill in the details and send the same to the Scrutinizer at J-1/B-1 (Extn.), Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110044.

12. The voting period commences at 9:00 a.m. (IST) on Sunday, February 10, 2019 and ends at 5:00 p.m. (IST) on Monday, March 11, 2019. No voting shall be allowed beyond 5:00 p.m. (IST) on Monday, March 11, 2019. The e-Voting module shall be disabled by NSDL for voting thereafter.
13. In case of voting by Postal Ballot Form, duly completed Postal Ballot Form should reach the Scrutinizer by 5:00 p.m. (IST) on Monday, March 11, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such member has not been received and shall be invalid.
14. The Scrutinizer's decision on validity of the Postal Ballot shall be final.
15. The Special Resolutions will be taken as passed effectively on the last date of receipt of Postal Ballot Forms/e-Voting (i.e. Monday, March 11, 2019), if the results of the Postal Ballot indicate that the requisite majority of the members of the Company have assented to the Special Resolutions.
16. In case of any queries connected with voting by Postal Ballot including voting by electronic means (e-Voting), you may refer the Frequently Asked Questions (FAQs) for members and the e-voting user manual for members available at the download section of www.evoting.nSDL.com or contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, Trade World, A Wing, Fourth and Fifth Floor, Kamla Mills Compound, Lower Parel, Mumbai- 400013 through email at evoting@nSDL.co.in or on Toll Free No.1800-222-990 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NOS. 1 & 2:

Mr. Raj Kumar Bhargava (DIN: 00016949) and Mr. Debi Prasad Bagchi (DIN: 00061648) are Independent Directors and joined the Board of the Company on November 9, 1998 and June 29, 2007, respectively. Under the Companies Act, 2013 (the 'Act'), both were appointed at 28th Annual General Meeting ('AGM') held on August 1, 2014 as the Independent Directors of the Company for a period of five consecutive years upto the conclusion of the 33rd Annual General Meeting of the Company to be held in the Calendar Year 2019 or upto July 31, 2019, whichever is earlier. Thus, their tenure will expire on the conclusion of the 33rd AGM to be held in the calendar year 2019 or upto July 31, 2019, whichever is earlier.

The Securities Exchange Board of India (the 'SEBI') has, vide its Notification dated May 9, 2018, made an amendment regarding Non-executive Director in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), to be effective from April 1, 2019 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 75 years unless a special resolution is passed to that effect.

Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi have already attained the age of seventy five years. Thus, as per the said amendment in the Listing Regulations, they may continue to hold the directorship as Independent Directors of the Company for their existing tenure on/after April 1, 2019, only on the approval of the members of the Company by way of passing Special Resolution(s).

The Board of Directors (the 'Board') of the Company is of opinion that Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi are persons of integrity, possess relevant expertise and vast experience and their continued association would be of immense benefit to the Company and it is desirable to avail their services as the Independent Directors of the Company. Thus, in view of their rich experience and contributions throughout their tenure and they are meeting the criteria of independence and on the recommendation of the Nomination and Remuneration Committee, the Board considered the continuity of their directorship as justified and recommends continued association of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as the Independent Directors of the Company on/after April 1, 2019 and till the expiry of their existing tenure i.e. upto the conclusion of the 33rd AGM of the Company to be held in the calendar year 2019 or upto July 31, 2019, whichever is earlier.

Accordingly, the Board recommends the resolutions in relation to the continuation of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as the Independent Directors of the Company on/after April 1, 2019 and till the expiry of their existing tenure, for the approval by the Members of the Company, by way of Special Resolution(s).

The disclosures prescribed under the applicable provisions 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. Raj Kumar Bhargava & Mr. Debi Prasad Bagchi and their relatives may be deemed to be concerned or interested in the resolutions as set out in Item Nos. 1 & 2 of this Notice with regard to continuation of their respective Directorships. 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), except to the extent of their shareholding in the Company, if any.

ITEM NOS. 3 & 4:

Mr. Raj Kumar Bhargava (DIN: 00016949) and Mr. Debi Prasad Bagchi (DIN: 00061648) are Independent Directors and joined the Board of the Company on November 9, 1998 and June 29, 2007, respectively. Under the Companies Act, 2013 (the 'Act'), both were appointed at 28th Annual General Meeting ('AGM') held on August 1, 2014 as the Independent Directors of the Company for a period of five consecutive years upto the conclusion of the 33rd Annual General Meeting of the Company to be held in the Calendar Year 2019 or upto July 31, 2019, whichever is earlier. Thus, their tenure will expire on the conclusion of the 33rd AGM to be held in the calendar year 2019 or upto July 31, 2019, whichever is earlier.

The Securities Exchange Board of India (the 'SEBI') has, vide its Notification dated May 9, 2018, made an amendment regarding Non-executive Director in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), to be effective from April 1, 2019 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.

Further, pursuant to Section 149(10) of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules'), an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and would be eligible for re-appointment for another term upto five consecutive years on passing of a special resolution by members. An Independent Director will not retire by rotation.

Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi have already attained the age of seventy five years. Thus, as per the said amendment in the Listing Regulations and pursuant to the provisions of the Act, re-appointments of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as the Independent Directors for second terms, effective from the conclusion of the 33rd Annual General Meeting of the Company to be held in the Calendar Year 2019 or from August 1, 2019, whichever is earlier upto the conclusion of the 36th Annual General Meeting of the Company to be held in the Calendar Year 2022, will require approval of the members of the Company by way of Special Resolution(s).

The Board considers that continued association of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi would be of immense benefit to the Company and it is desirable to continue to avail their services as the Independent Directors of the Company. The Board has also carried out the evaluation of their performance through structured evaluation process and in line with the criteria specified in the Nomination and Remuneration Policy of the Company and the Board expressed their satisfaction with their performance and contribution made to the Company in the capacity of the Independent Directors of the Company. In the opinion of the Board of Directors, they fulfill the conditions specified in the Act and the Rules made thereunder read with the Listing Regulations for their re-appointments as Independent Directors of the Company and they are independent of the management of the Company.

The Company has received notices in writing from the members under Section 160 of the Act proposing the candidatures of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi for the office of Directors of the Company. They are not disqualified from being appointed as Director(s) in terms of Section 164 of the Act and the Company has also received declarations from Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi that they meet the criteria of independence as stipulated under Section 149(6) and Schedule IV of the Act read with the applicable provisions of the Listing Regulations and their consent to act as Director(s).

Keeping in view of their rich experience and contributions throughout their tenure & meeting the criteria of independence and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors considered the continuity of their directorship as justified and recommends to re-appoint Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as Independent Directors of the Company for second term effective from the conclusion of the 33rd Annual General Meeting of the Company to be held in the Calendar Year 2019 or from August 1, 2019, whichever is earlier upto the conclusion of the 36th Annual General Meeting of the Company to be held in the Calendar Year 2022.

The terms and conditions of re-appointment of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi will be available for inspection by the members at the Registered Office and the Corporate Office of the Company, during the working hours on all working days upto date of closing of the Postal Ballot. The said terms and conditions are also available at the Company's website www.kajariaceramics.com. The disclosures prescribed under the applicable provisions 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.

Pursuant to the circular relating to the "enforcement of SEBI Order regarding appointment of directors by listed companies" dated June 20, 2018, Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi is not debarred from holding the office of director pursuant to any SEBI order. Accordingly, the Board recommends the resolutions in relation to re-appointments of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as the Independent Directors of the Company, for the approval by the members of the Company, by way of Special Resolutions.

Mr. Raj Kumar Bhargava & Mr. Debi Prasad Bagchi and their relatives may be deemed to be concerned or interested in the resolutions as set out in Item Nos. 3 & 4 of this Notice with regard to re-appointments of their respective Directorships. 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), except to the extent of their shareholding in the Company, if any.

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

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

Registered office:

SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road,
Village Sikanderpur Ghosi, Gurgaon, Haryana- 122001

Place: New Delhi

Date: January 18, 2019

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 continuation of the present terms of the Directors / the Directors proposed to be re-appointed:

Name of Directors	Mr. Raj Kumar Bhargava (DIN: 00016949)	Mr. Debi Prasad Bagchi (DIN:00061648)
Date of Birth	26.10.1935	21.10.1942
Date of first appointment	09.11.1998	29.06.2007
Qualification	B.A. (Hons), M.A. and IAS Officer (Retd.)	M.A (Economics), M. Phil in Public Administration and IAS officer (Retd.)
Experience	<p>He had served as 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.</p> <p>He has wide experience in industry, finance and infrastructure. He is also on the Board of other companies of different businesses.</p>	<p>He had served the Government of India as JS, AS and Secretary. He has rich experience in General Administration, Management Strategy, Government Industry Relationship and Corporate Governance.</p> <p>He is also on the Board of other companies of different businesses.</p>
Terms and conditions of re-appointment	As mentioned in the explanatory statement of this Notice.	As mentioned in the explanatory statement of this Notice.
Remuneration sought and last drawn (From 01.04.2018 upto 18.01.2019)	<p><u>Remuneration Sought:</u></p> <p>No remuneration will be payable except sitting fees for attending Board meetings and its Committee meetings.</p> <p><u>Remuneration last drawn as Independent Director:</u></p> <p>Sitting fees paid for attending the meetings of the Board and its Committees i.e. Rs. 3,00,000</p>	<p><u>Remuneration Sought:</u></p> <p>No remuneration will be payable except sitting fees for attending Board meetings and its Committee meetings.</p> <p><u>Remuneration last drawn as Independent Director:</u></p> <p>Sitting fees paid for attending the meetings of the Board and its Committees i.e. Rs. 3,40,000</p>
Shareholding in the Company as on 18.01.2019	18,592 Equity Shares	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	Not related to other Directors and Key Managerial Personnel of the Company	Not related to other Directors and Key Managerial Personnel of the Company
No. of Board Meetings attended (From 01.04.2018 upto 18.01.2019)	5	5
Directorships held in other Public Limited Companies including other Listed Companies	<ul style="list-style-type: none"> • Kajaria Ceramics Limited • Noida Toll Bridge Company Limited • HB Portfolio Limited • Asian Hotel (West) Limited 	<ul style="list-style-type: none"> • Kajaria Ceramics Limited • Mideast Integrated Steels Limited • Neelanchal Ispat Nigam Limited
Chairmanships/Memberships of the Committee of Board of Directors of the Company*	Chairman of Audit Committee	Member of Audit Committee

<p>Chairmanships/Memberships of the Committee of the Board of Directors of other Public Limited Companies*</p>	<p><u>Noida Toll Bridge Company Limited:</u></p> <ul style="list-style-type: none"> • Chairman of Audit Committee • Chairman of Stakeholders Relationship Committee <p><u>HB Portfolio Limited</u></p> <ul style="list-style-type: none"> • Chairman of Audit Committee • Member of Stakeholders Relationship Committee <p><u>Asian Hotel (West) Limited</u></p> <ul style="list-style-type: none"> • Chairman of Audit Committee • Member of Stakeholders Relationship Committee. 	<p><u>Mideast Integrated Steels Limited:</u></p> <ul style="list-style-type: none"> • Member of Audit Committee <p><u>Neelanchal Ispat Nigam Limited:</u></p> <ul style="list-style-type: none"> • Chairman of Audit Committee
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Note:

**The Committee of Board of Directors includes only Audit Committee and Stakeholders Relationship Committee as per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

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

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

Registered office:

SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road,
Village Sikanderpur Ghosi, Gurgaon, Haryana- 122001

Place: New Delhi

Date: January 18, 2019

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

POSTAL BALLOT FORM

Serial No.....

- 1 Name of the sole/ first named Member(s) :
- 2 Postal/Registered Address :
- 3 Registered Folio No. / DP ID & Client ID* :
(*Applicable to members holding shares in dematerialized form)
- 4 No. of Equity Shares held :

I/We hereby exercise my / our votes in respect of the Special Resolutions to be passed through Postal Ballot including e-Voting for the businesses stated in the Notice of Postal Ballot dated January 18, 2019 by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing tick (✓) mark at the appropriate box below:

Resolution Nos.	Description	No. of votes exercised corresponding to the total number of voting rights	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1	Approval for continuation of Mr. Raj Kumar Bhargava (DIN: 00016949) as an Independent Director of the Company			
2	Approval for continuation of Mr. Debi Prasad Bagchi (DIN: 00061648) as an Independent Director of the Company			
3	Approval for re-appointment of Mr. Raj Kumar Bhargava (DIN: 00016949) as an Independent Director of the Company for second term			
4	Approval for re-appointment of Mr. Debi Prasad Bagchi (DIN: 00061648) as an Independent Director of the Company for second term			

Place:

Date:

.....
(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

For those opting voting through electronic means instead of Postal Ballot Form, the facility for voting through electronic means is available at the website www.evoting.nsdl.com. Particulars of electronic voting are as under:

EVEN (E -Voting Event Number)	USER ID	PASSWORD/PIN
110359		

Notes:

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. Each Equity Shares carries one vote.
3. If the voting rights are exercised through electronic means, there is no need to use this form.
4. Facility for voting through Postal Ballot Form and electronic means will be available during the following period:
 - Commencement of voting: 9:00 a.m. (IST) on Sunday, February 10, 2019.
 - End of voting: 5:00 p.m. (IST) on Monday, March 11, 2019.
5. Last date for receipt of Postal Ballot Forms by the Scrutinizer is Monday, March 11, 2019.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer, in the attached self-addressed business reply postage prepaid envelope. However, envelopes containing Postal Ballot Form(s), if delivered by hand or courier or registered/speed post at the expense of the Members will also be accepted.
2. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. Duly completed Postal Ballot Forms should reach the Scrutinizer by 5:00 p.m. (IST) on Monday, March 11, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received and shall be invalid.
4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form must be accompanied by a certified true copy of Board Resolution/Authority Letter/Power of Attorney, etc., along with attested specimen signature of the duly authorised signatory(ies), who is authorised to vote, failing which the Postal Ballot Form will be treated as invalid.
5. A Member may request for a duplicate Postal Ballot Form from the Company, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Forms i.e. upto 5:00 p.m. (IST) on Monday, March 11, 2019. Postal Ballot Form received after this date will not be considered. For query/grievance pertaining to the Postal Ballot, Member may contact to 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.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on the **Cut-Off Date** i.e. Friday, January 18, 2019.
7. A Member need not use all the votes nor needs to cast all the votes in the same way.
8. The votes of a Member shall also be considered invalid, inter-alia, on any of the following grounds:
 - if the Member's signature does not match with the specimen signature registered with the Company/Depository Participants;
 - if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - if the Postal Ballot Form is received torn or defaced or mutilated such that it is not possible for the Scrutinizer to identify the Member or the number of votes or as to whether the votes are for "Assent" or "Dissent", or if the signature could not be verified or one or more of the above grounds;
 - if the Postal Ballot Form is other than issued by the Company;
 - If voting rights of a Member is frozen by any competent authority.
 - If the Postal Ballot form received after the last date of receipt as mentioned in this notice.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the attached self-addressed business reply envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The exercise of vote under Postal Ballot process is not permitted through proxy.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
12. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer and any recipient of the Notice who has no voting right as on the Cut-Off Date should treat the Notice as intimation only.
13. The results of voting by Postal Ballot (i.e. through the Postal Ballot Forms and remote e-Voting) will be announced by the Chairman & Managing Director of the Company or in his absence, any person authorised by him on or before the close of working hours on Tuesday, March 12, 2019 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 National Securities Depository Limited's website www.evoting.nsdl.com