

# 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

**E-mail:** investors@kajariaceramics.com **Website:** www.kajariaceramics.com

## **NOTICE**

**NOTICE** is hereby given that the 39<sup>th</sup> (Thirty Ninth) Annual General Meeting of the Members of Kajaria Ceramics Limited ('Company') will be held on Monday, September 29, 2025 at 1:00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business(es):

### **Ordinary Business(es):**

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2025 and Reports of Board of Directors and Auditors thereon:

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

**"RESOLVED THAT** the audited standalone financial statements of the Company including the Balance Sheet as at March 31, 2025, the statement of profit and loss, the cash flow statement for the financial year ended on March 31, 2025, notes to financial statements, reports of the Board and Auditors' thereon be and are hereby received, considered and adopted.

**RESOLVED FURTHER THAT** the audited consolidated financial statements of the Company including the Balance Sheet as at March 31, 2025, the statement of profit and loss, the cash flow statement for the financial year ended on March 31, 2025, notes to financial statements, along with the Auditors' report thereon be and are hereby received, considered and adopted."

2. To declare a final dividend of Rs. 4 per equity share:

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

**"RESOLVED THAT** a final dividend of Rs. 4 per equity share of Re. 1 each fully paid up for the financial year 2024-25 be and is hereby approved and declared."

3. To appoint a Director in place of Mr. Dev Datt Rishi (DIN: 00312882), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment:

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Dev Datt Rishi (DIN: 00312882), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### **Special Business:**

4. To appoint M/s Chandrasekaran Associates, Company Secretaries as the Secretarial Auditors of the Company and to fix their remuneration:

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act') and Regulation 24A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circular(s)/notification(s) issued thereunder ('Listing Regulations') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Chandrasekaran Associates, a Peer Reviewed Firm of Company Secretaries (Firm Registration No: P1988DE002500) be and are hereby appointed as the Secretarial Auditors of the Company for a period of five consecutive years commencing from the financial year 2025-26 till the financial year 2029-30, at a remuneration to be determined by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof), in consultation with the Secretarial Auditors of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to vary, modify and agree to the terms and conditions (including remuneration) of the appointment of the Secretarial Auditors of

the Company and to determine role and scope of work(s) of the Secretarial Auditors of the Company in line with the Act/the Listing Regulations, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

By Order of the Board  
For Kajaria Ceramics Limited

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

Place: New Delhi  
Date: July 22, 2025

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA') vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and latest one being Circular No. 09/2024 dated September 19, 2024 read with the Securities and Exchange Board of India ('SEBI')'s Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, ('Circulars') has allowed the companies to hold the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. Therefore, in compliance to the Circulars, applicable provisions of the Companies Act, 2013 ('Act') and the SEBI Regulations, the 39th AGM of the Company is scheduled to be held through VC/OAVM in the manner given below. The deemed venue of this meeting shall be considered at the Registered Office of the Company situated at SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana-122001.

2. In view of relaxation given by MCA/the SEBI, the Annual Report including Financial Statements, Auditor's Report(s), Directors' Report and Notice of this AGM along with all the annexures and attachments thereof are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories, except those Members who request for the physical copy of the same.

A letter containing the web-link where the Annual Report including Financial Statements, Auditor's Report(s), Directors' Report and Notice of this AGM along with all the annexures and attachments thereof available on the Company' website, is being circulated to the Members whose email IDs are not registered with the Company / Depositories. Members may also note that the Notice and Annual Report of the Company for the financial year 2024-25 will also be available on the Company's website i.e. www.kajariaceramics.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and is also available on the website of National Securities Depository Limited (agency for providing the remote e-voting facility).

3. Brief resume and other particulars of Mr. Dev Datt Rishi, pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, are annexed herewith as **Annexure-A**.
4. Pursuant to Section 113 of the Act, Institutional / Corporate Members are requested to send to the Company certified copy of the Board Resolution / Power of Attorney authorizing their representative(s) to participate in remote e-voting or to attend and vote on their behalf at the Meeting at rupesh@cacsindia.com or investors@kajariaceramics.com or admin@mcsregistrars.com with a copy marked to evoting@nsdl.com, before e-voting/attending the AGM, from their registered email address.
5. It is being informed that physical presence of the members has been dispensed with for attending the meeting through VC/OAVM, therefore, the facility to appoint proxy to attend and cast vote for the Members will not be available for this AGM and the Proxy Form, Attendance Slip and route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Only bonafide Members of the Company whose names appear on the Register of Members on Cut-off Date will be permitted to join the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from joining the AGM.
8. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of their shareholding in the Company. The Members are requested to submit the requisite form with their Depository Participant ('DP') who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent - MCS Share Transfer Agent Limited, 179-180, DSIDC Shed, 3<sup>rd</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi 110020 (the 'RTA').
9. *Members holding shares in physical form are requested to notify/send the following in the Form ISR - 1 to the RTA of the Company:*
  - i) *Any change or update in their mailing address;*
  - ii) *Particulars of their PAN, Bank account & e-mail ids in case the same have not been registered with the Company.*

*Further, please note that Members holding equity shares in electronic form are requested to contact to their respective DP*

with whom they are maintaining the Demat accounts for updation in address, e-mail ids, Bank details, Bank mandate, ECS mandate, etc.

Pursuant to the SEBI's Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a Special Window is opened for a period of six months from July 7, 2025 till January 6, 2026 to facilitate re-lodgement of transfer requests of physical shares. This facility is available for Transfer Deeds lodged prior to April 01, 2019 and which were rejected, returned, or not attended to due to deficiencies in documents, process or otherwise. Shareholders who have missed the earlier deadline of March 31, 2021 are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Company's Registrar and Transfer Agent i.e. MCS Share Transfer Agent Limited at 179-180, DSIDC Shed, 3<sup>rd</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi -110020.

Also, the Members holding shares in physical form are requested to dematerialised their shareholding, as the shares of the Company are under compulsory demat trading.

The Company has dedicated e-mail ID, i.e. investors@kajariaceramics.com for Members to mail their queries or lodge complaints, if any. The Company will endeavor to reply to your queries at the earliest.

10. Pursuant to the SEBI's Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 read with the SEBI's Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, a Member who holds shares in physical mode needs to update his/her KYC details (including PAN/contact details/bank details, etc.) with the Company and effective from April 1, 2024, payment of dividend is being made through electronic mode only. Thus, the Member who holds shares of the Company in physical mode, is requested to get updated their KYC details including the bank account details, etc. with the Company / its Registrar and Share Transfer Agent.
11. The 'Record Date' for determining the names of the Members eligible for dividend, if declared at this AGM, will be Friday, September 12, 2025.
12. Members are requested to note that, dividends if not claimed for a consecutive period of seven years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. Members, who have not claimed their dividend for the financial year 2017-18 and/or for any subsequent financial years so far, are requested to make their claim with the Company / the RTA of the Company or send an email to investors@kajariaceramics.com or admin@mcsregistrars.com. However, all the unclaimed dividends pertaining to the financial years before the financial year 2017-18 have been transferred to the IEPF Authority as per the provisions of Sections 124 & 125 of the Act. Members may please note that no claim shall lie against the Company in respect of dividend which remains unclaimed/unpaid for a period of seven consecutive years from the date it is lying in the Unpaid Dividend Account.  
Information on Unclaimed dividend is available on the website of IEPF viz. www.iepf.gov.in and also on the website of the Company, i.e. www.kajariaceramics.com
13. The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 including its amendment (the 'IEPF Rules'), amongst other matters, provides for transfer of the shares, in respect of which dividend has not been claimed for seven or more consecutive years, to IEPF Authority and the shares will be credited to the Demat Account of IEPF Authority, within 30 days of such shares becoming due to be transferred to the IEPF.

Accordingly, pursuant to the IEPF Rules, the Company has transferred 7,73,260 equity shares of Re. 1 each, in respect of which dividend had not been claimed by the Members for 7 (seven) consecutive years or more to IEPF Authority and as on March 31, 2025, the IEPF Authority has released 51,250 equity shares of Re. 1/- each to the claimant(s).

Pursuant to the IEPF Rules, the unclaimed dividend for the financial year 2017-18 will become due for transfer in favour of the IEPF Authority on September 25, 2025 (i.e. Due date) and accordingly, both the unclaimed dividend and shares in respect of which dividend had not been claimed by the shareholders for 7 (seven) consecutive years or more will be transferred to the IEPF Authority within 30 days of the Due date.

The Members may kindly note that both the unclaimed dividend and corresponding shares transferred to IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from IEPF Authority after following the procedure prescribed by the IEPF Rules.

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, Certificate from the Secretarial Auditors of the Company that the Kajaria Employee Stock Option Scheme, 2015 has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all the documents referred to in the accompanying Notice, are open for inspection in electronic form by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection by the Members. Members seeking to inspect such documents can send an email to investors@kajariaceramics.com
15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address having subject 'Speaker Registration for 39<sup>th</sup> AGM' mentioning their Name, DP-ID/Client ID or Folio Number, PAN, Mobile Number at investors@kajariaceramics.com, during the period commencing from Monday, September 15, 2025 till Friday, September 19, 2025. A Member who has been registered as a speaker, will only be allowed to express his/her views or ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for the AGM.

16. *To support the 'Green Initiative', the members who are yet to register / update their email address with the Company or DPs are once again requested to register / update the same for receiving the Notices, Annual Reports and other documents / communications through electronic mode.*

**INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE AGM THROUGH VC/OAVM AS PER THE CIRCULARS, ARE AS FOLLOWS:**

17. The Company shall be providing two-way video conferencing facility for the ease of participation of the Members of the Company. The facility for joining the AGM through VC/OAVM will be opened 15 minutes before and after the scheduled time of commencement of the AGM by following the procedure mentioned in this Notice.
18. Members are requested to participate on first come first serve basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, the Statutory Auditors and the Secretarial Auditors of the Company are not restricted on first come first serve basis. Participation is restricted up to 1000 members only.
19. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and SS-2 and Regulation 44 of the Listing Regulations (including amendments thereto) and the Circulars, the Company is pleased to provide:
- facility to the Members to exercise their right to vote on resolution(s) proposed to be considered at the AGM by remote e-voting before the AGM; and
  - facility of e-voting at the AGM to its Members, who have not cast their vote through remote e-voting, on resolution(s) proposed to be considered at the AGM.

The facility of casting vote through remote e-voting system from a place other than venue of the AGM (the 'remote e-voting') and e-voting at the AGM will be provided by National Securities Depository Limited ('NSDL').

20. The remote e-voting period commences at 9:00 a.m. (IST) on Thursday, September 25, 2025 and ends at 5:00 p.m. (IST) on Sunday, September 28, 2025. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off Date i.e. Monday, September 22, 2025 ('**Cut-off Date**'), may cast their vote by remote e-voting.

The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on the Cut-off Date i.e. Monday, September 22, 2025.

No remote e-voting shall be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled for voting upon expiry of the aforesaid period. Once the vote on a resolution is cast by a Member, then the Member shall not be allowed to change it subsequently and shall not be allowed to cast vote again in the Meeting.

21. The instruction for remote e-voting are as under:

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

Step - 1 – Access to NSDL e-voting System:

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

In terms of the SEBI's Circular dated December 9, 2020 on e-voting facility provided by listed companies, Individual shareholders holding securities 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.

Login method for Individual shareholder 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"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DPID, 8-digit Client ID, PAN No., Verification Code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL 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 or joining the Meeting &amp; voting during the Meeting.</li> <li>Existing IDeAS users can visit the e-Services website of NSDL, viz.: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your 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</li> </ol> |



|   |   |
|---|---|
|   | <p>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 or joining the Meeting &amp; voting during the Meeting.</p> <ol style="list-style-type: none"> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select 'Register Online for IDeAS Portal' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Please visit the e-voting website of NSDL and open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 digit 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 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 or joining the Meeting &amp; voting during the Meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility through App Store / Google Play for seamless voting experience.</li> </ol>   |
| Shareholders holding shares in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest, they can login through their User ID and password. An option will be made available to access e-voting page without any further authentication. The Users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest, the user will be also able to view the e-voting option for eligible companies where the e-voting is in progress as per the 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 or joining the Meeting &amp; voting during the Meeting. 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 providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; new system Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol> |
| 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 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 or joining the Meeting & voting during the Meeting.   |

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at the 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

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

- (i) 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.
- (ii) Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders/Members' 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 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 Digits Client ID<br><br>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 Digits Beneficiary ID<br><br>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<br><br>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. 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. a .pdf file. The password to open the .pdf file is your 8 digits of 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 email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- (vi) If you are unable to retrieve the password or have not received the 'initial password' or have forgotten your password:

- Click on 'Forgot User Details/Password?' option available at [www.evoting.nsdl.com](http://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](http://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.com](mailto: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' button and the Home page of e-voting will open.

Step - 2 – Process to cast your vote electronically and join the Meeting 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 and the Meeting is in active status.
- (ii) Select 'EVEN' (Electronic Voting Event Number) of Kajaria Ceramics Limited and for joining the Meeting, you need to click on 'VC/OAVM' link placed under 'Join Meeting'.
- (iii) Now you are ready for e-voting as the voting page opens.
- (iv) You can 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, HUFs, NRIs, 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, HUFs, NRIs, 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 enter 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.
- iii. In case of any queries, you may refer the frequently Asked Question (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, National Securities Depository Limited, 3<sup>rd</sup> Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai- 400051 through email at evoting@nsdl.com or call on 022-48867000.

22. 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 digits of DP-ID + CL-ID or 16 digits of 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. If you are an Individual shareholder holding shares in demat mode, you are requested to refer to the login method explained at Note No. 21(1A) above, i.e. Login method for e-voting and joining the AGM for shareholders holding shares in demat mode.
- iii. 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.

23. Instructions for members for e-voting on the day of the AGM are as under:

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolution(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- iii. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote in the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned under 'General Guidelines for e-voting'.

24. Instructions for members for attending the AGM through VC/OAVM are as under:

- i. A Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. The Members may access by following the steps mentioned above for 'Access to NSDL e-voting system'. After successful login, you can see link of 'VC/OAVM' placed under 'Join the Meeting' menu against the Company's name. You are requested to click on VC/OAVM link placed under 'Join the Meeting' menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice to avoid last minute rush.

- ii. Members are encouraged to join the Meeting through Laptops for better experience.
  - iii. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
  - iv. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
  - v. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
25. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date i.e. Monday, September 22, 2025, shall only be entitled to avail the facility of remote e-voting / e-voting facility during the AGM. However, a person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
26. Any person, who acquire shares of the Company and become a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the Cut-off Date i.e. Monday, September 22, 2025, may obtain the login ID and password by sending a request (along with Name, Folio No./DP ID-Client ID, as the case may be and shareholding) at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)
- However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/Password' or 'Physical User Reset Password' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-48867000. In case of Members holding shares in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off Date i.e. Monday, September 22, 2025, may follow steps mentioned in the Notice of the AGM under 'Access to NSDL e-voting system'.
27. E-voting cast at the AGM together with vote cast through remote e-voting shall be counted for the purpose of passing of resolution(s) set out in the Notice of the AGM. No voting by show of hands will be allowed at the AGM.
28. The Board of Directors of the Company has appointed Mr. Rupesh Agarwal, Managing Partner, failing him Mr. Shashikant Tiwari, Partner, failing him Mr. Lakhan Gupta, Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries, having its office situated at 11F, Pocket - IV, Mayur Vihar, Phase- 1, Delhi- 110091, as the Scrutinizer to scrutinize the voting through remote e- voting and e-voting during the AGM, in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting, will count the e-voting cast during the Meeting and the vote cast through remote e-voting and shall make, within the time permissible under the applicable laws, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him, who shall counter sign the same.
29. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.kajariaceramics.com](http://www.kajariaceramics.com) and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorised by him and the results shall also be communicated to BSE Limited and National Stock Exchange of India Limited. The results will also be displayed at the Registered Office as well as the Corporate Office of the Company.
30. Subject to receipt of requisite number of votes, the resolution(s) set out in the Notice of the AGM shall be deemed to be passed at the 39<sup>th</sup> AGM scheduled to be held on Monday, September 29, 2025.

By Order of the Board  
For Kajaria Ceramics Limited

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

Place: New Delhi  
Date: July 22, 2025



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

### **ITEM NO. 4:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), every listed company is required to annex with its Board's Report, a Secretarial Audit Report, given by a Company Secretary in practice.

Further, as per the provisions of the Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), every listed entity shall undertake Secretarial Audit by Secretarial Auditors, who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report with the Annual Report of the listed entity. Regulation 24A of the Listing Regulations further provides that on the basis of recommendation of Board of Directors, a listed entity shall appoint or re-appoint, subject to approval of its Members in its Annual General Meeting:

- o An individual as Secretarial Auditors for not more than one term of 5 consecutive years; or
- o A Secretarial Audit firm as Secretarial Auditors for not more than two terms of 5 consecutive years.

On the basis of the recommendation of the Audit Committee, the Board of Directors ('Board') of the Company at their Meeting held on May 6, 2025, have approved the appointment of M/s Chandrasekaran Associates, a Peer Reviewed Firm of Company Secretaries (Firm Registration No: P1988DE002500), as the Secretarial Auditors of the Company to hold the office for first term of 5 (five) consecutive years commencing from the financial year 2025-26 till the financial year 2029-30, subject to approval of the Members of the Company at this Annual General Meeting of the Company.

#### Credential:

M/s Chandrasekaran Associates, a Peer Reviewed Firm of Company Secretaries (Firm Registration No: P1988DE002500) is a well-known firm of Practising Company Secretaries. With a rich legacy spanning over three decades, M/s Chandrasekaran Associates is a firm of Company Secretaries ('CACS') that delivers expertise and knowledge through diverse services and thus simplifies the complexities of corporate legal regulations & compliances for business. CACS is located in the political capital of India, New Delhi. Over the years, CACS have provided services across the country. CACS is a focused community of experienced and trained professionals. CACS's team is equipped with necessary infrastructure and network to carry out services effortlessly and on time.

M/s Chandrasekaran Associates, a Peer Reviewed Firm of Company Secretaries (Firm Registration No: P1988DE002500) [hereinafter referred to as 'M/s Chandrasekaran Associates'] has been the Secretarial Auditors of the Company from the financial year 2014-15 and as part of their Secretarial Audit, they have demonstrated their expertise and proficiency in handling Secretarial Audit of the Company till date.

M/s Chandrasekaran Associates has confirmed that they are not disqualified and is eligible to be appointed as the Secretarial Auditors of the Company under the Act, the Company Secretaries Act, 1980, the Listing Regulations and circular(s) issued by Securities and Exchange Board of India ('SEBI') in this regard and has also given their eligibility & consent for their appointment as the Secretarial Auditors of the Company.

#### Term of appointment:

M/s Chandrasekaran Associates is proposed to be appointed as the Secretarial Auditors of the Company to hold office for a period of 5 (five) consecutive years commencing from the financial year 2025-26 till the financial year 2029-30.

#### Remuneration:

The proposed remuneration payable to the Secretarial Auditors to conduct the Secretarial Audit of the Company for the financial year 2025-26 will be Rs. 7,50,000 (Rupees Seven Lacs Fifty Thousand Only) excluding out of pocket expenses and applicable taxes.

The remuneration proposed to be paid to the Secretarial Auditors of the Company from the financial year 2026-27 till the financial year 2029-30 will be determined by the Board of the Company on the basis of recommendation of the Audit Committee of the Company and in consultation with the Secretarial Auditors, which will be commensurate with the scope of work(s) and other requirements as mutually agreed.

In addition to the Secretarial Audit, the Company may also avail such other services including certifications and other professional work(s), as may be mandatory or permitted to be sought from the Secretarial Auditors under the applicable laws and which are not prohibited by the SEBI or any other authority, as approved by the Board of the Company.

M/s Chandrasekaran Associates was paid a remuneration of Rs. 7,25,000 (Rupees Seven Lacs Twenty Five Thousand Only) plus out of pocket expenses and applicable taxes for conducting the Secretarial Audit of the Company for the financial year 2024-25.

Basis of Recommendation:

The recommendation for the appointment of M/s Chandrasekaran Associates as the Secretarial Auditors of the Company to the Members for their approval is based on the fulfillment of the eligibility criteria, qualification, experience, independent assessment, expertise of the partners of M/s Chandrasekaran Associates in providing Secretarial Audit related services, time & efforts required to be put in by them and the Company's experience based on the evaluation of the quality of audit work done by them in the past.

The Board recommends the Ordinary Resolution set out at Item No. 4 of this Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel and their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

By Order of the Board  
For Kajaria Ceramics Limited

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

Place: New Delhi  
Date: July 22, 2025

**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 proposed to be re-appointed:**

|   |  |
|---|--|
| Name of Director  | Mr. Dev Datt Rishi<br>(DIN: 00312882)  |
| Date of Birth   | 05.08.1949   |
| Date of first appointment on the Board of the Company   | 14.01.2015   |
| Qualification   | B.Sc. (Engineering) Chemical Hons., Diploma in Management  |
| Experience  | <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 January 1987 when the first tile plant was conceived at Sikandrabad. 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&amp;D, technology transfer, standardization, projects, training and organization development, etc.</p> |
| Terms and conditions of re-appointment  | Mr. Dev Datt Rishi will continue to be the Non-Executive Director of the Company   |
| Remuneration sought 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 Non-executive Director:</u></p> <p>As mentioned in the Corporate Governance Report.</p>   |
| Shareholding in the Company   | 1,240 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.  |
| Number of Board Meetings attended during the financial year 2024-25   | 5 (Five)   |
| Name of listed companies in which also holds the directorship and the chairmanship/membership of Committees of the Board of Directors ('Board') | Nil  |
| Name of listed companies from which resigned in the last three years  | Nil  |
| Directorship held in other Public Limited Companies (other than listed companies)   | Nil  |
| Directorship held in Private Limited Companies  | Nil  |
| Chairmanship/Membership of the Committee of the Board of Directors of the Company   | Member of Risk Management Committee  |
| Chairmanship/Membership of the Committee of the Board of Public Limited Companies (other than listed companies)                                 | Nil  |

By Order of the Board  
For Kajaria Ceramics Limited

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

Place: New Delhi  
Date: July 22, 2025