

November 22, 2022

BSE Ltd.
P.J. Towers
Dalal Street
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 and the Circulars issued by the Ministry of Corporate Affairs regarding the Postal Ballot, etc., we enclose herewith the Notice of Postal Ballot dated November 2, 2022 of Kajaria Ceramics Limited ('the Company'), which is being sent to the Members of the Company, for obtaining their approvals through Postal Ballot by way of e-voting for passing of Special Resolution with respect to consider and approve revised limits of advancing loan(s) to the subsidiary(ies) of the Company under Section 185 of Companies Act, 2013, as mentioned in the said Notice.

Kindly take the same on record.

Thanking You,

For Kajaria Ceramics Limited

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

Encl.: As above

Kajaria Ceramics Limited

Corporate Office: J1/B1 (Extn.), Mohan Co - op Industrial Estate, Mathura Road, New Delhi - 110044, **Ph.:** +91-11-26946409 | **Fax:** +91-11- 26946407
Regd Office: SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon-122001, Haryana, **Ph.:** +91-0124-4081281
CIN No.: L26924HR1985PLC056150, **E-mail:** info@kajariaceramics.com | **Web.:** www.kajariaceramics.com

KAJARIA CERAMICS LIMITED

[CIN: L26924HR1985PLC056150]

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

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

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

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014, as amended (the 'Rules') and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable laws and Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs ('MCA') [hereinafter collectively referred to as 'MCA Circulars'], Kajaria Ceramics Limited ('the Company') is seeking the approval of its Members for the matter as set out in the resolution appended below, through Postal Ballot by voting through electronic means ('remote e-voting' or 'e-voting').

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

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

In compliance with the provisions of Section 110 of the Act read with the Rules and the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to provide a facility to its members to exercise their rights to vote on the resolution 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 Wednesday, November 23, 2022** and ends at **5:00 p.m. (IST) on Thursday, December 22, 2022**. The remote e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

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

The results of voting will be announced by the Chairman & Managing Director of the Company or in his absence, any person authorised by him on/before the close of working hours on Friday, December 23, 2022 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.nsd.com

PROPOSED RESOLUTION:

To consider and approve revised limits of advancing loan(s) to the subsidiary(ies) of the Company under Section 185 of Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Sections 177, 179, 185, 186 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) [**the Act**] and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 as amended from time to time, approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to include, unless context requires otherwise, any committee thereof or any Director or Officer of the Company authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan(s) including any loan represented by a book debt (including to provide any guarantee/security in connection with the loan) to the subsidiary(ies) [including step-down subsidiary(ies)] of the Company or such other entity/person, in which any of the Director of the Company is interested or deemed to be interested (hereinafter referred as '**Borrowing companies**') upto an aggregate amount not exceeding Rs. 350 Crores (Rupees Three Hundred Fifty Crores only) outstanding at any point of time, excluding loan/guarantee/security exempted or to be exempted under the Act and other applicable laws, if any, in one or more tranches, from time to time, provided that such loan(s) is/are to be utilised by the Borrowing companies for their respective principal business activities only and such other details as mentioned in the explanatory statement.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate, finalise, vary, modify and agree to the terms and conditions of the aforesaid loan(s) including any loan represented by a book debt/to provide any guarantee/security in connection with the loan 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 take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable in its absolute discretion."

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

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

Place: New Delhi

Date: November 2, 2022

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 Resolution to be transacted through the Postal Ballot is annexed and forms part of this Notice.
2. As per the MCA Circulars and due to COVID-19 pandemic, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited ('**CDSL**') and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given in this Notice. Further, the Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, November 11, 2022**, being the '**Cut-off Date**', are entitled to vote on the resolution set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Notice of Postal Ballot for information purpose only.
4. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member(s) as on the Cut-off Date i.e. Friday, November 11, 2022.
5. The Notice of Postal Ballot is available at the Company's website i.e. www.kajariaceramics.com and NSDL's website i.e. www.evoting.nsdl.com
6. *To support the 'Green Initiative', the Members of the Company who are yet to register/update their e-mail address with the Company/Depositories are once again requested to register/update the same for receiving the Notices, Annual Reports and other documents/ communications through electronic mode.*
7. The Company is pleased to provide electronic voting facility ('**remote e-voting**' or '**e-voting**') to all the Members of the Company to cast their votes electronically and the business stated in the Notice of Postal Ballot may be transacted through e-voting. For this purpose, necessary arrangements have been made with NSDL to facilitate e-voting process.
8. The instruction for e-voting are as under:
The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:
Step 1: Access to NSDL e-voting System:
A. Login method for e-voting for the shareholders holding shares in demat mode:

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

Type of shareholders	Login Method
Shareholders holding shares in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL, Viz. https://eservices.nsd.com either on a personal computer or on a mobile. 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 existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on the Company's name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select 'Register Online for IDeAS' Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Please visit the e-voting website of NSDL and open web browser by typing the URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen 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 Depository site wherein you can see e-voting page. Click on the Company's name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility through App Store / Google Play.
Shareholders holding shares in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will also be able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Shareholders (holding shares in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on the Company's name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p>

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

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

Login type	Helpdesk details
Shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-3058542-43

B. Login method for the shareholders other than the shareholders holding shares in demat mode and 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) Your 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. 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. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.

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

- Click on '**Forget User Details/Password?**', option available at www.evoting.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.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

(vii) After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

(viii) Now, click on 'Login' and the Home page of e-voting will open.

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

- (i) After successful login at Step -1, you will be able to see the all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- (ii) Select 'EVEN' (Electronic Voting Event Number) of Kajaria Ceramics Limited to cast your vote during the remote e-voting period.
- (iii) Now you are ready for e-voting as the voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- (v) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (vi) You can also take printout of the votes cast by you by clicking on the print option on confirmation page.
- (vii) Once you confirm your vote on the resolution, you will be not allowed to modify your vote.

General Guidelines for e-voting:

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at rupesh@cacsindia.com or investors@kajariaceramics.com or admin@mcsregistrars.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter; etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-voting' tab in their login.
 - ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
9. Process for those shareholders whose e-mail IDs are not registered with the Company/Depositories for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolution set out in this Notice:
- i. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) by email to investors@kajariaceramics.com
 - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DP-ID + CL-ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) to investors@kajariaceramics.com
 - iii. If you are holding shares in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e. Login method for e-voting for the shareholders holding shares in demat mode.
 - iv. Alternatively, a shareholder may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - v. In terms of the SEBI's Circular dated December 9, 2020 on e-voting facility provided by listed companies, Individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

10. The voting period commences at 9:00 a.m. (IST) on Wednesday, November 23, 2022 and ends at 5:00 p.m. (IST) on Thursday, December 22, 2022. No voting shall be allowed beyond 5:00 p.m. (IST) on Thursday, December 22, 2022. The e-voting module shall be disabled by NSDL for voting thereafter.
11. In case of any queries connected with voting by electronic means ('e-voting'), you may refer the Frequently Asked Questions ('FAQs') for Members and the remote e-voting user manual for Members available at the download section of www.evoting.nsd.com or contact Ms. Pallavi Mhatre, Senior 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 1020 990 / 1800 22 44 30 or may contact Mr. R.C. Rawat, COO (A&T) & Company Secretary of the Company, through email at investors@kajariaceramics.com or on telephone at +91-11-26946409.
12. The Special Resolution will be taken as passed effectively on the last date of e-voting on Thursday, December 22, 2022, if the results of the Postal Ballot indicate that the requisite majority of the Members of the Company have assented to the Special Resolution.
13. The Special Resolution passed by the Members of the Company through the Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Members of the Company.

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

Pursuant to the provisions of Section 185 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) ['the Act'] a company may advance any loan including loan represented by way of a book debt to and/or give any guarantee and/or provide any security in connection with any loan taken/to be taken by any person in whom any of the director of the company is interested, subject to compliance with the following conditions:

- a. If a special resolution is passed by the company in general meeting; and
- b. The loan(s) are utilised by the borrowing companies for their principal business activities.

Further, Section 185 of the Act does not apply in case of any loan made by a holding company to its wholly-owned subsidiary company or any guarantee given or security provided by a holding company in respect of any loan made to its wholly-owned subsidiary company; or any guarantee given or security provided by a holding company in respect of loan made by any bank or financial institution to its subsidiary company.

The Company extends support to its subsidiary(ies) (including step-down subsidiary) or such other entity/person, in which any of the Director of the Company is interested or deemed to be interested, for their principal business activities and the matters connected thereto from time to time. Presently, the Company has subsidiaries viz. Kajaria Vitrified Private Limited (Formerly Jaxx Vitrified Private Limited), Kajaria Infinity Private Limited (Formerly Kajaria Bharat Private Limited/Cosa Ceramic Private Limited), Vennar Ceramics Limited, South Asian Ceramic Tiles Private Limited, Kajaria Sanitaryware Private Limited / Kerovit Global Private Limited (step-down subsidiaries) and Kajaria Bathware Private Limited / Kajaria Plywood Private Limited (wholly-owned subsidiaries).

Hence, in compliance with the provisions of Section 185 of the Act, the Company obtained the approval of its Members by way of the Special Resolution through Postal Ballot on December 2, 2021, regarding the loan(s) to the Company's subsidiaries upto an aggregate amount not exceeding Rs. 275 Crores, outstanding at any point of time, excluding the loan(s) exempted or to be exempted under the Act and other applicable laws, if any. Accordingly, as on September 30, 2022, total outstanding amounts of loan(s) [excluding interest] given by the Company to its subsidiaries (excluding wholly-owned subsidiaries) is Rs. 238.27 Crores.

Further, in view of the business prospects of the Company's subsidiary(ies) [including step-down subsidiary(s)] or such other entity/person, in which any of the Director of the Company is interested or deemed to be interested, the Board of Directors (the 'Board') of the Company, at their meeting(s) held on November 2, 2022, re-assessed the requirements for giving loan(s) (including to provide any guarantee/security in connection with the loan) to its subsidiary(ies) or such other entity/person, in which any of the Director of the Company is interested or deemed to be interested, for their principal business activities & the matters connected thereto and accordingly, the Board of the Company recommends revision in the limits of said loans from Rs. 275 Crores to Rs. 350 Crores (Rupees Three Hundred Fifty Crores only), which will not include the loans exempted or to be exempted under the provisions of the Act, in one or more tranches, outstanding at any point of time and to obtain the approval of the Members of the Company, in this regard, by way of the Special Resolution set out in the Notice of Postal Ballot.

The Board of the Company would carefully evaluates proposal(s) to provide such loan(s) (including to provide any guarantee/security in connection with the loan) through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities (including the matter connected thereto) of the subsidiaries (including step-down subsidiary) of the Company or such other entity/person, in which any of the Director of the Company is interested or deemed to be interested, excluding loan/guarantee/security exempted under the provisions of the Act, in one or more tranches, outstanding at any point of time and the same will be in the ordinary course of business and in the interest of the Company.

Hence, in order to enable the Company providing the above said financial assistance by way of loans (including to provide any guarantee/security in connection with the loan) upto Rs. 350 Crores (Rupees Three Hundred Fifty Crores Only) at any point of time [excluding loan/guarantee/security exempted or to be exempted under the provisions of the Act] to its subsidiaries (including step-down subsidiary) or such other entity/person, in which any of the Director of the Company is interested or deemed to be interested, directly or indirectly, under Section 185 of the Act and rules made thereunder, it is proposed to obtain approval of the Members of the Company by way of a Special Resolution.

Except Mr. Ashok Kajaria, Mr. Chetan Kajaria and Mr. Rishi Kajaria, being common Directors/Members, as the case may be, including their relatives to the extent of their shareholding in the Company, if any, none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Special Resolution set out in the Notice of Postal Ballot.

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

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

Place: New Delhi

Date: November 2, 2022