



REPORT ON CORPORATE GOVERNANCE

The Company's Philosophy on Corporate Governance

Kajaria's ('the Company') governance philosophy is based on the trusteeship, transparency and accountability. We believe that it is imperative for us to manage our business affairs in the most fair and transparent manner with a firm commitment to our values. For us, corporate governance is an ethically driven business process that is commitment to values aimed at enhancing an organization's brand and reputation.

As a part of the Company's growth strategy, we continuously review the Corporate Governance practices, so that they can be best across the globe. The Company's Code of Conduct and Ethics and the Code of Conduct for Prevention of Insider Trading are an extension of our values and reflect our commitment to ethical business practices.

The Board of Directors ('the Board') of the Company are responsible and committed to sound principles of Corporate Governance in the Company. The Board of the Company plays a crucial role in overseeing how the management serves the short and long term interest of the shareholders and other stakeholders.

The Corporate Governance Philosophy of the Company is based on the following principles:

- i. Appropriate composition of the Board;
- ii. Timely disclosure of material and financial information to the Board and Stakeholders;
- iii. Systems and processes are in place to ensure

financial control and compliance of laws; and

- iv. Proper Business Conduct by the Board, Committees, Senior Management and Employees.

Board of Directors

The Company firmly believes that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance in order to bring objectivity and transparency in the Management. The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has vested with the requisite powers, authorities and duties.

Selection of the Board

In terms of the requirement of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations'), the Nomination and Remuneration Committee has been designated to evaluate the need for change in the composition and size of the Board of the Company and to select members for filling the Board vacancies and nominating candidates for election by the shareholders at the Annual General Meeting.

Composition

The Board comprises of such number of Executive, Non-Executive and Independent Directors as required under the applicable legislations. The Board consists of eminent individuals from the Industry, management,

technical, financial and marketing, etc. The Company is managed by the Board of Directors in co-ordination with the Senior Management team. From the close of working hours of 31st March, 2019, One (1) Executive Director and One (1) Non-executive-Independent Director ceased to be on the Board of the Company. Accordingly, after close of working hours of 31st March 2019, the Company has Eight (8) Directors on its Board, out of which Three (3) are Executive Directors, One (1) is Non-executive Director and Four (4) are Non-executive-Independent

Directors including one Woman Independent Director. The Board periodically evaluates the need for change in its composition and size.

The details of composition of the Board, category of Directorship, number of Directorships in other companies, Chairmanship/Membership of the Committee of each Director in other Companies, attendance of the Directors at Board Meetings and last Annual General Meeting as on 31st March 2019 are given below:

Name	Category of Director	Board Meeting held during his/her tenure	Board Meeting attended	Last Annual General Meeting attended	Directorship* in other companies	Committee Chairmanship of other Boards**	Committee Membership of other Boards**
Mr. Ashok Kajaria (DIN: 00273877)	Chairman & Managing Director (Promoter)	6	6	Yes	1	0	2
Mr. Chetan Kajaria (DIN: 00273928) \$	Joint Managing Director	6	5	Yes	1	0	1
Mr. Rishi Kajaria (DIN: 00228455) \$	Joint Managing Director	6	6	Yes	1	0	0
Mr. Basant Kumar Sinha ^ (DIN: 03099241)	Director - Technical (Executive)	6	1	Yes	1	0	0
Mr. Dev Datt Rishi (DIN: 00312882)	Director - (Non-Executive)	6	6	Yes	1	0	0
Mr. Raj Kumar Bhargava # (DIN: 00016949)	Director (Non-Executive & Independent)	6	6	Yes	4	5	2
Mr. Ram Ratan Bagri @ (DIN: 00275313)	Director (Non-Executive & Independent)	6	5	Yes	3	0	2
Mr. Debi Prasad Bagchi # (DIN: 00061648)	Director (Non-Executive & Independent)	6	6	Yes	3	1	2
Mr. H. Rathnakar Hegde ^^ (DIN: 05158270)	Director (Non-Executive & Independent)	6	3	Yes	8	5	4
Mrs. Sushmita Singha (DIN: 02284266)	Director (Non-Executive & Independent)	6	6	No	3	1	0

* Excluded the Directorship held in private limited companies, foreign companies and companies incorporated under Section 8 of the Companies Act 2013, as per Regulation 26 of the Listing Regulations, but included Kajaria Ceramics Limited.

** Included only the Membership/Chairmanship in Audit Committee and Stakeholders Relationship Committee in all public limited companies as per Regulation 26 of the Listing Regulations including Kajaria Ceramics Limited.

^ Mr. Basant Kumar Sinha is not on the Board of the Company, in any capacity, from the close of working hours of 31st March 2019 as he resigned from the Board of the Company and his tenure as Director-Technical was also completed w.e.f. the close of working hours of 31st March 2019.

The Shareholders of the Company had approved, by passing the Special Resolutions on 11th March, 2019, through Postal Ballot:

- The continuation of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as the Independent Directors of the Company on/ after 1st April, 2019 and till the expiry of their existing tenure i.e. upto the conclusion of 33rd Annual General Meeting of the Company to be held in the Calendar Year 2019 or upto 31st July, 2019, whichever is earlier; and
- The re-appointments of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as the Independent Directors 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 1st August, 2019, whichever is earlier upto the conclusion of the 36th Annual General Meeting of the Company to be held in the Calendar Year 2022.



@ Mr. Ram Ratan Bagri ceased to be the Non-executive & Independent Director of the Company with effect from the close of working hours of 31st March, 2019 as his tenure being the Non-executive & Independent Director of the Company was completed.

^^ The Shareholders of the Company had, by passing a Special Resolution at the Annual General Meeting held on August 27, 2018, re-appointed Mr. H. Rathnakar Hegde as the Independent Director of the Company for second term with effect from 1st April, 2019 to 31st March, 2024.

\$ Promoter Group

The number of Directorships, Chairmanships and Committee memberships of each Director is in compliance with the relevant provisions of the Companies Act, 2013 and the Listing Regulations.

Mr. Ashok Kajaria, Chairman & Managing Director of the Company is the father of Mr. Chetan Kajaria and Mr. Rishi Kajaria, Joint Managing Directors, of the Company. There is no relationship between any of the Non-executive/Independent Directors of the Company.

As mandated by the Listing Regulations, none of the Directors of the Company are members of more than ten Board level committees nor are the Chairperson of more than five Board level committees in other companies in which they are Directors.

Category of Directorship in other companies listed on recognized Stock Exchange(s):

Name of other companies listed at the recognized Stock Exchange(s) in which the Directors of the Company hold position of Directorship (alongwith category of Directorship), as on 31st March, 2019, are as under:

Name	Name of other companies listed at the recognized Stock Exchange(s) in which hold Directorship*	Category of Directorship
Mr. Ashok Kajaria (DIN: 00273877)	-	-
Mr. Chetan Kajaria (DIN: 00273928)	-	-
Mr. Rishi Kajaria (DIN: 00228455)	-	-
Mr. Basant Kumar Sinha ^ (DIN: 03099241)	-	-
Mr. Dev Datt Rishi (DIN: 00312882)	-	-
Mr. Raj Kumar Bhargava (DIN: 00016949)	Noida Toll Bridge Company Limited	Non-executive & Independent Director
	Asian Hotels (West) Limited	Non-executive & Independent Director
	HB Portfolio Limited	Non-executive & Independent Director
Mr. Ram Ratan Bagri @ (DIN: 00275313)	APM Industries Limited	Non-executive & Independent Director
Mr. Debi Prasad Bagchi (DIN: 00061648)	Mideast Integrated Steels Limited	Non-executive & Independent Director
Mr. H. Rathnakar Hegde (DIN: 05158270)	Sical Logistics Limited	Non-executive & Independent Director
Mrs. Sushmita Singha (DIN: 02284266)	-	-

* Excluded the Directorship held in Kajaria Ceramics Limited.

^ Mr. Basant Kumar Sinha is not on the Board of the Company, in any capacity, from the close of working hours of 31st March, 2019 as he resigned from the Board of the Company and his tenure as Director-Technical was also completed with effect from the close of working hours of 31st March, 2019.

@ Mr. Ram Ratan Bagri ceased to be the Non-executive & Independent Director of the Company with effect from the close of working hours of 31st March, 2019 as his tenure being the Non-executive & Independent Director of the Company was completed.

Number of shares held by Independent Directors/Non-executive Director

The details of equity shares of the Company held by the Independent Directors / Non-Executive Director are as under:

Sr. No.	Name of Independent Directors/ Non-executive Director	Category	No. of equity shares of ₹ 1 each of the Company held as on 31st March, 2019
1.	Mr. Raj Kumar Bhargava	Non-executive & Independent Director	18,592
2.	Mr. Ram Ratan Bagri*	Non-executive & Independent Director	38,500
3.	Mr. Dev Datt Rishi	Non-executive Director	624

No other Independent Directors, hold any share of the Company.

* Mr. Ram Ratan Bagri ceased to be the Non-executive & Independent Director of the Company with effect from the close of working hours of 31st March, 2019 as his tenure being the Non-executive & Independent Director of the Company was completed.

Board Meetings

The Board meets at least once in every quarter to discuss and decide on, inter-alia, business strategies/policies and review the financial performance of the Company and its subsidiaries and other items on agenda. Additional meetings are held from time to time as and when necessary.

The notice of each Board Meeting is given in writing to each Director of the Company. The agenda along with the relevant notes and other material information are sent to each Director in advance and in exceptional cases tabled at the meeting.

Also, the Board meetings of the Company have been held with proper compliance of the provisions of Companies Act, 2013, Listing Regulations and Secretarial Standards, as applicable thereon.

During the financial year 2018-19, six (6) Board Meetings were held, at least one in every calendar quarter and the gap between two consecutive Board Meetings did not exceed one hundred and twenty (120) days. The dates on which the Board Meetings were held, are as follows:

8th May, 2018, 24th July, 2018, 24th September, 2018, 25th October, 2018, 18th January, 2019 and 30th March, 2019.

Post meeting follow up Mechanism

All the important decisions taken at the Board / Committee meetings are communicated to the concerned departments / divisions. Action Taken Report

on decisions / minutes of previous meetings is placed at the succeeding meeting of the Board / Committee for noting & signing thereon.

Board Support

The Company Secretary attends the Board / Committee meetings and advises on compliances with applicable laws and governance.

Separate Meeting for Independent Directors

The Independent Directors of the Company meet once in a financial year without the presence of Executive Directors and Management Personnel. Such Meeting reviews the performance of Non-Independent Directors and the Board as a whole, reviews the performance of Chairman, assess the quality, quantity and timeliness of the flow of information between management and the Board that is necessary to effectively and reasonably perform its duties. A meeting of Independent Directors was held on 10th May, 2019.

Familiarization Programme for Independent Directors

At the time of appointment and re-appointment of Independent Directors, a formal letter of appointment is given to him/her, which, inter-alia, explains the role, functions, duties and responsibilities expected from him/her as a Director of the Company. The Director is also explained in detail the compliances required from him/her under the Companies Act, 2013, the Listing Regulations and other relevant rules & regulations. The Chairman & Managing Director also has one to one discussion with the newly appointed Director to



familiarize him/her with the Company's Operations. The Board Members are provided with necessary documents, reports and policies to enable them to familiarise with the Company's Procedures and Practices. Periodic presentations are made at the Board and its Committee Meetings on the Company's Business, performance and other relevant updates.

The familiarization program alongwith details thereof has been uploaded on the Company's website at <https://www.kajariaceramics.com/pdf/FamiliarisationProgrammeForIndependentDirectors.pdf> / <https://www.kajariaceramics.com/pdf/details-of-familiarisation-programme-for-independent-directors.pdf>

Audit Committee

During the year 2018-19, the Committee met six (6) times i.e. 8th May, 2018, 24th July, 2018, 24th September, 2018, 25th October, 2018, 18th January, 2019 and 30th March, 2019. During the year, 2018-19, the Committee has been reconstituted by the Board. The composition of the Committee and details of meetings attended by the Directors are as follows:

Name of the Committee Member	Category	Designation	No. of Meetings Attended
Mr. Raj Kumar Bhargava	Non-executive & Independent	Chairman	6
Mr. Ashok Kajaria	Executive	Member	6
Mr. Ram Ratan Bagri *	Non-executive & Independent	Member	5
Mr. H. Rathnakar Hegde	Non-executive & Independent	Member	3
Mr. Debi Prasad Bagchi	Non-executive & Independent	Member	6

* The Board of the Company re-constituted the Audit Committee at its meeting held on 30th March, 2019 as Mr. Ram Ratan Bagri ceased to be a member of the Audit Committee.

The Committee's Composition meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Members of the Committee possess sound knowledge of accounts, audit, banking, finance and internal controls.

Mr. Ram Chandra Rawat, COO (A&T) & Company Secretary of the Company acts as the Secretary of the Audit Committee. The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company held on 27th August, 2018.

Terms of Reference of Audit Committee

During the year 2018-19, the Board has revised the terms of reference (Role) of the Audit Committee in compliance with the provisions of the Listing Regulations read with the Companies Act, 2013 and the revised Term of reference of the Audit Committee, inter-alia, includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for the appointment, remuneration, terms of appointment of the Auditors of the Company and reviewing & monitoring the auditor's independence and performance and effectiveness of the audit processes;
- Approval for payment to the Statutory Auditors for any other permitted services rendered by Statutory Auditors;
- Reviewing and examining, with the management, the annual financial statements and the Auditors' report thereon, before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Modified opinion(s) in the draft Auditors' report.

5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing and monitoring, with the management, the statement of uses / application of funds raised through an issue/public offers (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Approval (including omnibus approval) or any subsequent modification of transactions of the Company with related parties / statement of related party transactions;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the Company, wherever it is necessary;
10. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems including evaluation of internal financial controls and risk management system and discussion with internal auditors any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
14. Review the functioning of the Whistle Blower Policy (Vigil Mechanism);
15. Approval of appointment of Chief Financial Officer ('CFO') after assessing the qualifications, experience & background, etc. of the candidate;
16. Reviewing the utilization of loans and/or advances from/investment by the Company in its subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
17. Review of Management discussion and analysis of financial condition and results of operations and Management letters / letters of internal control weaknesses issued by the statutory auditors;
18. Review of Internal audit reports relating to internal control weaknesses and the appointment, removal and terms of remuneration of the Internal Auditors;
19. Review of Financial statement, in particular, investments made by the subsidiary company(s); and
20. Any other role/functions as may be delegated by the Board of Directors of the Company or prescribed by law, from time to time.

Nomination and Remuneration Committee

During the year 2018-19, the Committee met two (2) times i.e. 8th May, 2018 and 18th January, 2019. During the year, 2018-19, the Committee has been reconstituted by the Board. The composition of the Committee is as follows:

Name of the Committee Member	Category	Designation	No. of Meetings Attended
Mr. Debi Prasad Bagchi	Non-executive & Independent	Chairman	2
Mr. Ashok Kajaria	Executive	Member	2
Mr. Ram Ratan Bagri *	Non-executive & Independent	Member	2
Mr. H. Rathnakar Hegde	Non-executive & Independent	Member	1
Mrs. Sushmita Singha *	Non-executive & Independent	Member	0

* The Board of the Company re-constituted the Nomination and Remuneration Committee at its meeting held on 30th March, 2019 and nominated Mrs. Sushmita Singha as a member of this Committee in place of Mr. Ram Ratan Bagri.



The Composition of the Nomination and Remuneration Committee is as per Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The Chairman of the Nomination and Remuneration Committee was present in the last Annual General Meeting of the Company held on 27th August 2018.

During the year 2018-19, the Terms of Reference (Role) of the Nomination and Remuneration Committee has been revised and the revised role of the Committee, effective from April 1, 2019, inter-alia, includes the following:

1. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance;
2. Formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
3. While formulating the policy as above said, to ensure that:
 - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - c) Remuneration to Directors, Key Managerial Personnel and Senior Management (one level below the functional heads including the Company Secretary and Chief Financial Officer) involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
4. Recommending the Board, all remuneration, in whatever form, payable to senior management including the Company Secretary and the Chief Financial Officer;
5. Formulating the criteria for evaluation of Independent Directors and the Board of Directors of the Company;
6. To extend or continue the term of appointment of Independent Director, on the basis of performance evaluation of Independent Directors;
7. Devising a policy on diversity of Board of Directors;
8. To formulate the detailed terms and conditions of the Kajaria Ceramics Employee Stock Option Plan 2015 ('ESOP Plan 2015') including the following:
 - a. issuing and allotment of equity shares [including share certificate(s)] of the Company to the ESOP holders and all matters related thereto, from time to time, pursuant to the ESOP Plan 2015;
 - b. signing, execution and submission of necessary documents/papers for the listing of equity shares of the Company with the stock exchanges or other concerned authority(ies) and all matters related thereto;
 - c. making a fair and reasonable adjustment to the number of options and to the exercise price, in case of rights issues, bonus issues and other corporate actions;
 - d. approval of list of employee(s) of the Company and/or its subsidiary(ies) [including quantum of ESOP grant] to whom ESOP options are to be granted under ESOP Plan 2015;
 - e. determining the procedure for winding up of the ESOP Plan 2015;
 - f. other matters which may be relevant for administration of ESOP Plan 2015, from time to time.
9. To do all other acts as may be delegated by the Board of Directors of the Company or prescribed by law, from time to time.

Risk Management Committee

During the year 2018-19, one (1) meeting of the Risk Management Committee was held on 14th March, 2019. The composition of the Committee and details of meeting attended by the Directors / members of this Committee are as follows:

Name of the Committee Member	Category	Designation	No. of Meetings Attended
Mr. Ashok Kajaria	Executive	Chairman	1
Mr. Chetan Kajaria	Executive	Member	1
Mr. Dev Datt Rishi	Non-Executive	Member	-
Mr. H. Rathnakar Hegde	Non-executive & Independent	Member	-
Mr. Ram Chandra Rawat	COO (A&T) & Company Secretary	Member	1
Mr. Sanjeev Agarwal	CFO	Member	1

The composition of the Risk Management Committee is as per Regulation 21 of the Listing Regulations.

Terms of reference (Role) of the Committee, inter-alia, includes the following:

1. Identifying, assessing and mitigating the existing as well as potential risk (including strategic, financial, operational and compliance risks) to the Company and to recommend the strategy to the Board to overcome them.
2. Assisting the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the risk policy.
3. Developing risk management policy, system and framework for the Company.
4. Perform such activities related to this policy as requested by the Board of Directors or to address issues relating to any significant subject within its terms of reference.

During the year 2018-19, the Board has, additionally authorised the Risk Management Committee to carry out function which shall specifically cover cyber security (effective from April 1, 2019) and any other function as may be prescribed by law, from time to time.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out the annual performance evaluation of the Board as a whole, its Committees and all Directors including the Chairman, in line with the criteria specified in the Nomination and Remuneration Policy and as per the

recommendation of the Nomination and Remuneration Committee of the Company. The exercise was carried out through a structured evaluation process covering various aspects of the Board, its Committees, Chairman and all Directors' functioning such as composition of Board and its Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. The Directors expressed their satisfaction with the evaluation process and performance of the Board, its Committees and the Directors including the Chairman.

Remuneration

A. Remuneration to Independent / Non-executive Director

The Independent / Non-executive Directors are paid remuneration by way of sitting fees for each meeting of the Board and Committee of Directors attended by them. The total amount of sitting fees paid during the financial year 2018-19 was ₹17.80 Lakhs. The Independent/ Non-executive Directors do not have any pecuniary relationship or transactions with the Company. The criteria of making payment to Non-executive Directors is disclosed in the Nomination and Remuneration Policy of the Company. The said Policy has been revised during the year 2018-19 and is given as Annexure- 4 to the Directors Report and is also disclosed on the website of the Company https://www.kajariaceramics.com/pdf/nomination_remuneration_policy.pdf

The details of remuneration paid to Independent / Non-executive Directors during the financial year ended 31st March 2019 is as under:

S. No.	Name of Independent / Non-Executive Director	Sitting Fees (₹ in Lakhs)
1	Mr. Raj Kumar Bhargava	3.60
2	Mr. Ram Ratan Bagri @	4.00
3	Mr. Debi Prasad Bagchi	4.00
4	Mr. H. Rathnakar Hegde	2.00
5	Mr. Dev Datt Rishi	1.80
6	Mrs. Sushmita Singha	2.40

@ Mr. Ram Ratan Bagri ceased to be the Non-executive & Independent Director of the Company with effect from the close of working hours of 31st March, 2019 as his tenure being the Non-executive & Independent Director of the Company was completed.



B. Remuneration to Executive Directors

The appointment and remuneration of Executive Directors including Chairman & Managing Director, Joint Managing Directors and Whole Time Director are governed by the recommendations of the Nomination and Remuneration Committee and approvals by the Board of Directors and shareholders of the Company.

The remuneration package and terms and conditions of appointment of the Chairman & Managing Director, Joint Managing Directors and Whole Time Director are governed by the respective agreements executed between them and the Company. Their remuneration package comprises of salary, perquisites and commission, if any, as approved by the shareholders at the General Meetings.

The details of remuneration paid to Executive Directors during the year ended 31st March 2019 is as under:

S. No.	Name of Directors	Fixed Component		Performance Linked Incentive	Total
		Salary	Perquisites & other Benefits	Commission	
1.	Mr. Ashok Kajaria	253.20	198.34	-	451.54
2.	Mr. Chetan Kajaria	374.40	43.27	77.00	494.67
3.	Mr. Rishi Kajaria	374.40	43.27	77.00	494.67
4.	Mr. Basant Kumar Sinha ^	67.32	8.62	-	75.94

^ Mr. Basant Kumar Sinha is not on the Board of the Company, in any capacity, from the close of working hours of 31st March, 2019 as he resigned from the Board of the Company and his tenure as Director-Technical was also completed with effect from the close of working hours of 31st March, 2019.

Presently, the Company does not have a scheme for grant of stock options to any Director. As per the contract entered into with the Executive Directors, there is a notice period of three months and there is no severance fee to be paid to the Directors.

measures for overall improvement in the quality of investor's services. During the year 2018-19, the Committee met four (4) times i.e. 9th April, 2018, 2nd July, 2018, 5th October, 2018 and 8th January, 2019.

Stakeholders Relationship Committee

The Committee is responsible for the satisfactory redressal of investor's grievances and recommends

During the year 2018-19, the Committee has been reconstituted by the Board. The composition of the Committee and details of meetings attended by the Directors are as follows:

Name of the Committee Member	Category	Designation	No. of Meetings Attended
Mr. Ram Ratan Bagri *	Non-executive & Independent	Chairperson	1
Mrs. Sushmita Singha *	Non-executive & Independent	Chairperson	0
Mr. Ashok Kajaria	Executive	Member	4
Mr. Chetan Kajaria	Executive	Member	4

* The Board of the Company re-constituted the Stakeholders Relationship Committee at its meeting held on 30th March, 2019 and nominated Mrs. Sushmita Singha as the Chairperson of this Committee in place of Mr. Ram Ratan Bagri.

Mr. Ram Chandra Rawat, COO (A&T) & Company Secretary, is the Compliance Officer of the Company.

March 2019. Other than that, none of the complaints were pending, except the cases where the Registrar & Share Transfer Agent is constrained by dispute or legal impediment or due to incomplete or non-submission of documents by the shareholders.

During the year 2018-19, 16 complaints were received, out of which 15 complaints were duly addressed/ disposed and 1 compliant remained pending as on 31st

During the year 2018-19, the Terms of Reference (Role) of the Stakeholders Relationship Committee has been revised and the revised role of the Committee, effective from April 1, 2019, inter-alia, includes the following:

1. To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. To review the measures taken for effective exercise of voting rights by shareholders of the Company;
3. To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent of the Company;
4. To review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. To consider all other matters related to the security holders/shareholders of the Company;
6. Any other role/function as may be delegated by the Board of Directors of the Company or prescribed by law, from time to time.

Corporate Social Responsibility Committee

During the year 2018-19, the Committee met three (3) times i.e. 7th May, 2018, 24th July, 2018 and 25th October, 2018. The composition of the Committee and details of meetings attended by the Directors are as follows:

Name of the Committee Member	Category	Designation	No. of Meetings Attended
Mrs. Sushmita Singha	Non-Executive & Independent	Chairperson	3
Mr. Chetan Kajaria	Executive	Member	3
Mr. Rishi Kajaria	Executive	Member	3

Terms of reference of the Committee, inter-alia, includes the following:

- (a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as per the provisions of the Companies Act, 2013 and rules made thereunder;
- (b) Recommend the amount of expenditure to be incurred on the CSR activities; and
- (c) Monitor the Corporate Social Responsibility Policy of the Company, from time to time.

Corporate Social Responsibility Policy (CSR Policy) of the Company

In compliance with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder, the Company has framed a CSR Policy which is uploaded on the website of the Company i.e. www.kajariaceramics.com

As a part of initiative of CSR drive, the Company has implemented various CSR programmes/projects which made positive impacts mainly in the areas of health, sanitation, conservation of natural resources, sports and promoting education, etc. The CSR programmes initiated by the Company includes taking steps for preventive health care, Swachh Bharat, constructing sanitation facilities in the schools, etc. near the manufacturing facilities, contributing to the education and social economic development of under privileged children and for rural area development. These projects are also in accordance with Schedule VII of the Companies Act, 2013.

Details of CSR initiative taken by the Company during the year is specified in the **Annexure- 3** to the Directors Report.

Business Responsibility & Sustainability Committee

During the year 2018-19, the Committee met one (1) time i.e. 7th May, 2018. The composition of the Committee is as follows:



Name of the Committee Member	Category	Designation	No. of Meetings Attended
Mr. Ashok Kajaria	Executive Director	Chairperson	1
Mr. Chetan Kajaria	Executive Director	Member	1
Mr. Rishi Kajaria	Executive Director	Member	1
Dr. Rajveer Choudhary	COO (Works)	Member	-
Mr. Bhupendra Vyas	COO (Marketing)	Member	1
Mr. Rajeev Gupta	V.P. (HR)	Member	1

Terms of reference of the Committee, inter-alia, includes the following:

- o To oversee the implementation of the Business Responsibility Policy;
- o To review the Business Responsibility performance of the Company; and
- o To carry out such acts as may be delegated by the Board of Directors or as may be prescribed by the law.

Management Committee

The Company has a Management Committee of Board of Directors set up to, inter-alia, oversee routine operations that arise in the normal course of the business such as decision on banking related matters, delegation of operational powers, authorisation for various acts / under statutes, etc. During the year 2018-19, the Committee has been re-constituted and it comprises of three Executive Directors of the Company as Mr. Ram Ratan Bagri, Non-executive & Independent Director, ceased to be a member of this Committee. The Committee functions under the guidance/supervision of the Board and the minutes of meetings of this Committee are also placed before the Board.

Ethics / Governance Policies

1. Code of Business Conduct and Ethics

In compliance with the Listing Regulations and the Companies Act, 2013, the Company has framed and adopted a Code of Business Conduct and Ethics ('the Code'). The Company has in place a comprehensive

Code of Conduct applicable to all Senior Management Personnel which would include the Directors of the Company, the Top Management Personnel and all functional head (including Management Personnel with Functional reporting to Directors and Top Management Personnel). The Code gives guidance and support needed for ethical conduct of business and compliance of laws. The Code reflects the values of the Company, viz. the Company value, Ownership Mind-set, Respect, Integrity, One team and Excellence.

A Code of Business Conduct and Ethics is available on the Company's website <https://www.kajariaceramics.com/pdf/CodeofBusinessConductethics.pdf>

The Code has been circulated to Directors and Management Personnel. All members of the Board and Senior Officers have affirmed compliance to the Code as on 31st March, 2019.

A declaration signed by the Company's Chairman & Managing Director is published in this report.

2. Insider Trading Code

As per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted the Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure. During the year 2018-19, the Code of Conduct for Prevention of Insider Trading and Code of Fair Disclosure have been revised, effective from April 1, 2019, in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (including amendments thereto). The Code of Conduct for Prevention of Insider Trading is applicable to Promoters, Promoters Group, all Directors, Key Managerial Persons and other Designated Persons including employees who are expected to have access to unpublished Price Sensitive Information relating to the Company. The Company Secretary of the Company is the Compliance officer for ensuring/monitoring the adherence to the said code/regulations.

3. Material Subsidiary Policy

The Company has adopted Material Subsidiary Policy. During the year 2018-19, the Material Subsidiary Policy has been revised, effective from April 1, 2019, in compliance with the Listing Regulations (including amendments thereto). The objective of this Policy is

to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The Material Subsidiary Policy is available on the Company's website at <https://www.kajariaceramics.com/pdf/MaterialSubsidiaryPolicy-kajaria.pdf>

4. Related Party Transaction Policy

In compliance with the Listing Regulations and the Companies Act, 2013, the Company has adopted Related Party Transaction Policy. During the year 2018-19, the said Policy has been revised, effective from April 1, 2019, in compliance with the Listing Regulations and the Companies Act, 2013 (including amendments thereto). This Policy is available at Company's website at <https://www.kajariaceramics.com/pdf/RelatedPartyTransactionPolicy.pdf>

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Party(ies). The Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions.

Pursuant to the provisions of the Companies Act, 2013

and Listing Regulations, a statement on related party transactions is presented before the Audit Committee on a quarterly basis for its review.

5. Dividend Distribution Policy

Pursuant to the Regulation 43A of the Listing Regulations, the Company has adopted the Dividend Distribution Policy. The said policy is uploaded at the Company's website i.e. https://www.kajariaceramics.com/pdf/Dividend_Distribution_Policy.pdf. The details of the said policy are given as **Annexure-A**.

6. Risk Management Policy

The Company has adopted the Risk Management Policy and the same is uploaded at the Company's website i.e. https://www.kajariaceramics.com/pdf/Risk_Management_Policy.pdf

7. Business Responsibility Report

Pursuant to the Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility Report describing the initiatives taken by the Company from an environmental, social and governance perspective in the format as specified by the SEBI is given as **Annexure- B**. The Company has also framed and adopted the Business Responsibility Policy and the same is uploaded at the Company's website i.e. <https://www.kajariaceramics.com/pdf/BusinessResponsibilityPolicy.pdf>

General Body Meetings

a) The last three Annual General Meetings of the Company were held as per details given below:

Year	Date	Time	Venue	Details of Special Resolutions Passed, if any.
2017-18	27th August, 2018	3:00 p.m.	Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon, Haryana - 122001	<ul style="list-style-type: none"> Re-appointment of Mr. Chetan Kajaria as Joint Managing Director of the Company Re-appointment of Mr. Rishi Kajaria as Joint Managing Director of the Company Re-appointment of Mr. H. Rathnakar Hegde as an Independent Director of the Company
2016-17	10th August, 2017	3:00 p.m.	Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon, Haryana - 122001	<ul style="list-style-type: none"> To amend and adopt new Articles of Association of the Company.
2015-16	24th August, 2016	4:00 p.m.	Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon, Haryana - 122001	<ul style="list-style-type: none"> Re-appointment of Mr. Ashok Kajaria as Chairman & Managing Director of the Company Sub-division of equity shares of the Company

**b) Special Resolution passed through Postal Ballot:**

During the year 2018-19, four Special Resolutions were passed through Postal Ballot for:

- Continuation of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as the Independent Directors of the Company on/after 1st April, 2019 and till the expiry of their existing tenure i.e. upto the conclusion of 33rd Annual General Meeting of the Company to be held in the Calendar Year 2019 or upto 31st July, 2019, whichever is earlier; and
- Re-appointments of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as the Independent Directors 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 1st August, 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 voting results for the said Resolutions are given below:

Description of Resolution(s)	No. of total valid votes (Postal Ballot & e-voting) received	Votes cast (No. of shares)	
		For	Against
Approval for continuation of Mr. Raj Kumar Bhargava as an Independent Director of the Company	120065281	115930936	4134345
Approval for continuation of Mr. Debi Prasad Bagchi as an Independent Director of the Company	120064491	115934332	4130159
Approval for re-appointment of Mr. Raj Kumar Bhargava as an Independent Director of the Company	120064493	115859609	4204884
Approval for re-appointment of Mr. Debi Prasad Bagchi as an Independent Director of the Company	120063493	115862785	4200708

Mr. Shashikant Tiwari (ACS No.: 28994, CP No. 13050), Partner of M/s Chandrasekaran Associates, Company Secretaries, Delhi had conducted the Postal Ballot exercise as the Scrutiniser and submitted the report in compliance of the applicable laws.

c) Special Resolution proposed to be conducted through Postal Ballot:

There is no Special Resolution proposed to be conducted through Postal Ballot.

d) Procedure for Postal Ballot:

- In compliance with Regulation 44 of the Listing Regulations read with Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the Secretarial Standard on General Meetings ('SS-2'), the Company provides facility for casting votes by way of e-voting and/or postal ballot to all its shareholders. The Company engages the services of National Securities Depository Limited ('NSDL') for the purpose of providing e-voting facility to all its shareholders. The shareholders will have the option to vote either by physical ballot or e-voting.
- The Company dispatches postal ballot notices and postal ballot form along with postage prepaid business reply envelopes to its shareholders whose names appear on the Register of Members / List of Beneficiaries as on the Cut-off date. The Postal Ballot Notice is sent to the shareholders in electronic form at the e-mail addresses registered with their depository participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). Physical copy of notice is sent to the shareholders, whose email is not registered or who has requested for physical copy of notice. The Company also publishes a notice in the newspaper(s) declaring the details of completion of dispatch and other requirements as mandated under the Companies Act, 2013 and other applicable rules and regulations.
- Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Shareholders desiring to exercise their votes by physical postal

ballot forms are requested to return the forms duly completed and signed, to the Scrutiniser on or before the closure of the voting period. Shareholders desiring to exercise their votes by electronic mode are requested to vote before the closure of the voting period.

- In compliance with the applicable laws, the Scrutiniser submits his report to the Chairman or a person authorised by the Chairman, after the completion of scrutiny, and consolidated results of the voting by postal ballot and e-voting are announced by the Chairman or a person authorised by the Chairman to do the same. The results are also displayed at the Company's Registered Office & the Corporate Office and also on the Company's website i.e. www.kajariaceramics.com, besides being communicated to the Stock Exchange(s), within the prescribed timeline.

- e) Except as stated above, the Company did not hold Extra-Ordinary General Meeting of the Shareholders.

Disclosures

a) **Materially Significant Related party transactions**

During the year 2018-19, there are no materially significant transactions with the related parties' viz. Promoters, Directors or the Management, their subsidiaries or relatives that had potential conflict with the Company's Interest.

Suitable disclosure as required by Indian Accounting Standard ('Ind AS-24') has been made under Note No. 36 of the Financial Statements. The Related Party Transaction Policy is available on the Company's Website: <https://www.kajariaceramics.com/pdf/RelatedPartyTransactionPolicy.pdf>

- b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchange(s) or the SEBI or any statutory authority, on any matter related to Capital Markets, during last three years:

The Company has complied with the requirements of the Listing Agreements with the Stock Exchange(s) as well as regulations and guidelines of the SEBI. No penalties have been imposed or stricture has been

issued by the SEBI, the Stock Exchange(s) or any Statutory Authorities on matters relating to Capital Markets during the last three years.

c) **Vigil Mechanism / Whistle Blower Policy**

Pursuant to Section 177(9) and 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy with vigil mechanism for the Directors and Employees of the Company to report to the management about the genuine concerns, unethical behaviour, fraud or violation of Company's Code of Conduct. During the year 2018-19, this Policy has been revised, effective from April 1, 2019, as per the SEBI (Prohibition of Insider Trading) Regulations, 2015 (including amendments thereto) by including a provision for making aware the employees to report leak of Unpublished Price Sensitive Information with respect to the Company. The mechanism provides for adequate safeguards against victimization of employees and directors who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. No complaint has been received during the year 2018-19.

The details of establishment of vigil mechanism (Whistle Blower Policy) have been disclosed by the Company on its website i.e. https://www.kajariaceramics.com/pdf/whistel_blowing_policy.pdf and in the Board's Report.

- d) A certificate on compliance with the conditions of the Corporate Governance under the Listing Regulations issued by Mr. Rupesh Agarwal, Managing Partner of M/s Chandrasekaran Associates, Company Secretaries, Delhi, forms part of this report.

- e) In accordance with the SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Annual Secretarial Compliance Report for the year 2018-19 has been issued by Mr. Rupesh Agarwal, Managing Partner of M/s Chandrasekaran Associates, Company Secretaries, Delhi, which forms part of this report.

- f) A certificate issued by Mr. Rupesh Agarwal, Managing Partner of M/s Chandrasekaran Associates, Company Secretaries, Delhi that none of the Directors on



the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/the Ministry of Corporate Affairs or any such statutory authority, which forms part of this report.

g) The Board of the Company considered the declarations submitted by all Independent Directors of the Company that:

- They meet the criteria of independence as provided in Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013.
- They are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence as provided under the Listing Regulations.

Accordingly, in the opinion of the Board of the Company, all Independent Directors of the Company fulfil the conditions/criteria specified in the Listing Regulations read with the Companies Act, 2013 and they are also independent of the management.

h) During the year 2018-19, the Board of the Company had accepted all recommendations of the Committee(s) of the Board of the Company.

i) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has adopted the Policy for Prevention of Sexual Harassment at the Workplace is available on the website of the Company at https://www.kajariaceramics.com/pdf/prevention_of_sexual_harassment_at_workplace.pdf

Details of compliant under said Policy read with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are as under:

- Number of complaints filed during the year 2018-19 : Nil
- Number complaints disposed of during the year 2018-19 : Nil

- Number of complaints pending as on end of the year 2018-19 : Nil

j) Details all credit ratings obtained by the Company along with any revisions thereto during year 2018-19, for all debt instruments of the Company or any fixed deposit programme or any scheme or proposal of the Company involving mobilization of funds, whether in India or abroad:

During the year 2018-19, the Company has not issued any debt instruments or fixed deposit programme/scheme and no proposal of mobilization of fund by the Company. Thus, the Company has not obtained Credit rating for the above said purpose.

k) During the year 2018-19, total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to M/s. Walker Chandiok & Co LLP, Chartered Accountants, the Statutory Auditors of the Company and all entities in the network firm/network entity of which the Statutory Auditors is a part:

A. Payment to M/s. Walker Chandiok & Co LLP, Chartered Accountants, Statutory Auditors of the Company

Sr. No.	Particulars	₹ in Lakhs (exclusive of applicable taxes)
1	Audit Fee of Financial Statements (Standalone & Consolidated) for the year 2018-19	40.00
2	Other Services and out of pocket expenses	26.29
Total		66.29

B. Payment to M/s Grant Thornton, network firm of M/s. Walker Chandiok & Co LLP, Chartered Accountants, the Statutory Auditors of the Company

Sr. No.	Particulars	₹ in Lakhs (exclusive of applicable taxes)
1	Advisory services	9.00
Total		9.00

l) The Board of Directors of the Company have identified the following Core Skills/Practical Experience/Competencies as required in the context

of its business(es) and sector(s) for it to function effectively:

- Technology;
- Manufacturing process;
- Accountancy;
- Finance and financial management;
- Law;
- Economics;
- Business Management;
- Risk Management;
- Administration; and
- Human Resources.

m) Disclosures of transactions of the Company with the person or entity belonging to the Promoter/ Promoter Group of the Company which hold(s) 10% or more shareholding in the Company are as under:

Sr. No.	Name of Entity belongs to Promoter/ Promoter Group of the Company	Category	Nature of Transaction during the year 2018-19	Amount of Transaction during the year 2018-19 (₹ in Crores)
1	Professional Home Solutions Private Limited (in its capacity as sole trustee of Chetan Kajaria Family Private Trust)	Promoter Group	Dividend Paid	7.76
2	Versha Kajaria jointly with Chetan Kajaria (in their capacity as joint trustees of Rishi Kajaria Family Private Trust)	Promoter Group	Dividend Paid	7.76

n) The Company has complied with all the corporate governance mandatory requirements specified in the Listing Regulations and following are the details of non-mandatory/discretionary requirements:

Details of Compliance with discretionary requirements as specified in Part E of Schedule II of the Listing Regulations:

The status of compliance with discretionary requirements of Part E of Schedule II of Listing Regulations is provided below:

- a. The Board: The Company has appointed an Executive Chairman, being the promoter of the Company.
- b. Shareholders' Rights: As the quarterly, half yearly and annual financial results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to each household of the shareholders.
- c. Modified opinion(s) in Audit Report: The Audit Reports on the Financial Statements (Standalone & Consolidated) for the year ended March 31, 2019, do not contain any modified opinion.
- d. Separate posts of Chairman & CEO / Managing Director: As per the Articles of Association of the Company and in accordance with the provisions of the Companies Act, 2013, the Company continues to appoint one person as Chairman & Managing Director of the Company.
- e. Reporting of Internal Auditor: Independent Internal Auditor has been appointed and is reporting directly to the Audit Committee.

o) CEO / CFO Certificate

The Chairman & Managing Director and CFO of the Company have given the annual certification on the financial reporting and internal controls to the Board of Directors in accordance with the Listing Regulations. The Chairman & Managing Director and CFO of the Company also give quarterly certification on financial results while placing the financial results before the Board in terms of the Listing Regulations. The Annual Certificate given by the Chairman & Managing Director and CFO of the Company is published in this report.

Means of Communication

Quarterly, Half-Yearly & Annual Financial Results:

The quarterly, half yearly and annual financial results of the Company are sent to the Stock Exchange(s)



through permitted mode, immediately after approval of the Board. These are widely published in the Economic Times, The Financial Express/Jansatta and Business Standard (both English & Hindi). These results are simultaneously posted on the website of the Company at www.kajariaceramics.com

Investor Release

The official release made to institutional Investors/Analysts, if any, are sent to the Stock Exchange(s) and also posted on the Company's website.

General Shareholders Information

Notice relating to Annual General Meeting is sent to the members at their registered address/email address available with the Depositories / the Company.

Date, time and venue of the 33rd Annual General Meeting ('AGM')

Day & Date	: Monday, 26th August, 2019
Time	: 3.00 p.m.
Venue	: Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon, Haryana 122001

Dates of Book closure : Tuesday, 20th August, 2019
to
Monday, 26th August, 2019
(Both days inclusive)

Financial Year : April 1 to March 31

Financial Calendar (Tentative)

First Quarter Results :	1st week of August, 2019
Second Quarter / Half Yearly Results :	4th week of October 2019
Third Quarter / Nine Months Results :	4th week of January 2020
Fourth Quarter / Annual Results for the year ending 31st March 2020 :	2nd week of May, 2020

Dividend Payment date

Dividend shall be paid to all eligible shareholders within 30 days from the date of declaration of dividend at the 33rd Annual General Meeting.

Dividend history for the last 5 years is as under:

Year	Dividend Rate (%)	In per Share (Face value of ₹ 2/- upto F.Y. 2015-16 and ₹ 1/- from F.Y. 2016-17)	Dividend Amount (Rupees in Crores)
2017-18	300	₹ 3.00	47.69
2016-17	300	₹ 3.00	47.68
2015-16	250	₹ 5.00	39.73
2014-15	200	₹ 4.00	31.79
2013-14	175	₹ 3.50	26.45

Unpaid / Unclaimed Dividend:

The entire unpaid / unclaimed dividend up to the financial year 2010-11 has been transferred to Investor Education and Protection Fund ('IEPF'). No claims will lie against the Company in respect of unclaimed amount so transferred.

The unclaimed dividend declared in respect of the financial year 2011-12 will be transferred to the Investor Education and Protection Fund as per the applicable laws.

Transfer of equity shares to Investor Education and Protection Fund ('IEPF') Authority:

The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 including its amendment (the 'IEPF Rules'), amongst other matters, provide for transfer of the shares, in respect of which dividend has not been paid or claimed for seven or more consecutive years, to IEPF Authority and the shares shall be credited to the Demat Account of IEPF Authority, within 30 days of such shares becoming due to be transferred to the IEPF.

Accordingly, the Company had transferred 4,17,094 equity shares of Re. 1/- each, in respect of which dividend had not been claimed by the shareholders for 7 consecutive years or more (i.e. During the financial year 2018-19: 53362 equity shares and during the financial year 2017-18: 363732 equity shares), to IEPF Authority.

Pursuant to the IEPF Rules, the unclaimed dividend for the financial year 2011-12 will become due for transfer to the IEPF Authority on August 12, 2019 (i.e. Due date) and accordingly, both the unclaimed dividend and corresponding shares will be transferred to the IEPF Authority within 30 days from the Due date.

Listing on Stock Exchanges:

- BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 ('BSE').

- National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 ('NSE')

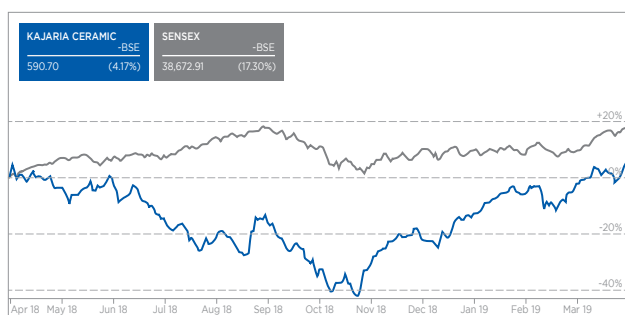
Listing fees for the financial year 2019-20 have been paid by the Company within the stipulated time.

Stock Code : 500233 (BSE) / KAJARIACER (NSE)
ISIN : INE217B01036

Market Price Data : Monthly High and Low quotation of shares traded on BSE/ NSE during the year 2018-19:

Month	BSE		NSE	
	High	Low	High	Low
April, 2018	595.00	540.15	596.70	539.05
May, 2018	578.00	502.65	579.55	501.25
June, 2018	559.10	473.15	558.75	472.60
July, 2018	495.00	415.05	495.45	414.20
August, 2018	511.20	405.00	511.70	406.00
September, 2018	483.60	362.10	483.50	363.80
October, 2018	403.00	316.20	402.40	310.00
November, 2018	469.80	391.85	469.95	391.75
December, 2018	498.25	405.00	498.50	417.00
January, 2019	554.00	487.75	554.65	487.55
February, 2019	555.15	493.95	556.00	494.65
March, 2019	597.65	544.60	598.75	542.00

Performance in comparison to Broad Based Indices of BSE & NSE:



Registrar & Share Transfer Agent

The correspondence address of the Company's Registrar and Share Transfer Agent, i.e. MCS Share Transfer Agent Limited is as follows:

MCS Share Transfer Agent Limited
F- 65, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020
Phone No.: +91-11-41406149-52, Fax No.: +91-11-41709881
E-mail ID: helpdeskdelhi@mcsregistrars.com

Share Transfer System

MCS Share Transfer Agent Limited is the Registrar and Share Transfer Agent ('RTA') for handling the share registry work relating to shares held in physical and

electronic format at single point. The applications and request received by the Company/the Registrar and Share Transfer Agent for the transfer of shares held in physical form are processed and the share certificate for the same are sent to the transferee within the stipulated period. A summary of all the share transfers, etc. processed by the RTA and approved by the Stakeholders Relationship Committee is placed before the Board of Directors, from time to time.

Pursuant to the amendment in the Regulation 40 of the Listing Regulations, with effect from 1st April, 2019, any request for transfer of shares held in physical form shall not be processed, except in case of transmission

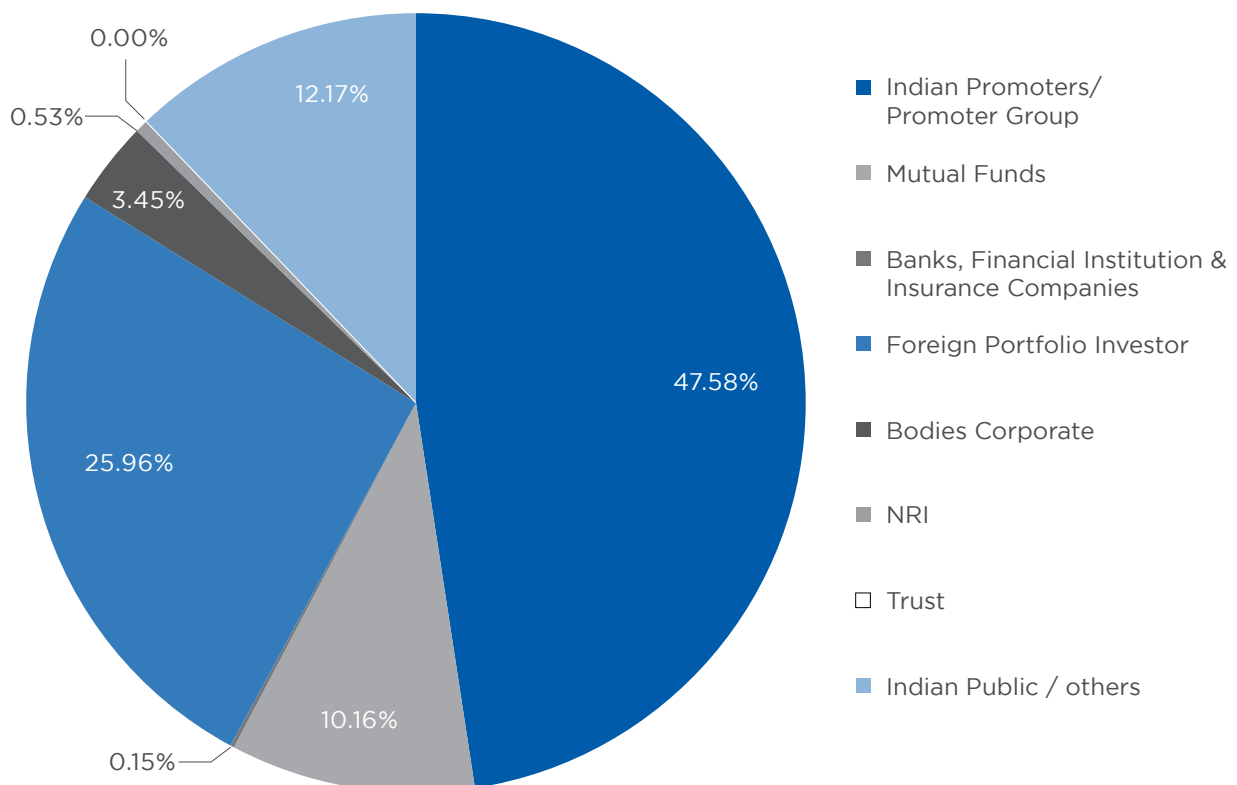
or transposition of shares or in case of transfer deed(s) once lodged with the Company prior to 1st April, 2019 and returned / rejected due to deficiency in the documents. Thus, the Members holding shares in physical

form are requested to dematerialised their shareholding, as the shares of the Company are under compulsory demat trading.

Shareholding Pattern as on 31.03.2019

Category	No. of Equity Shares Held	Percentage of Shareholding
Promoter/Promoter Group:		
Indian Promoter / Promoter Group	75625231	47.58
Institutional Investors & Others:		
Mutual Funds	16154115	10.16
Banks, Financial Institutions & Insurance companies	230817	00.15
Foreign Portfolio Investors	41262051	25.96
Bodies Corporate	5487382	03.45
NRI	837911	00.53
Trust	1852	00.00
Indian Public / Others	19350941	12.17
Total	158950300	100.00

Sharholding Pattern as on 31/03/2019



Distribution of Shareholding as on 31.03.2019

Category Range	No. of Shareholders		No. of Equity Shares	
	Total	% of shareholders	Total	% of share capital
1-500	59286	89.96	6234234	3.92
501-1000	3473	5.27	2667183	1.68
1001-2000	1618	2.46	2456331	1.55
2001-3000	514	0.78	1312730	0.83
3001-4000	259	0.39	923434	0.58
4001-5000	167	0.25	777502	0.49
5001-10000	263	0.40	1867692	1.17
10001 and above	322	0.49	142711194	89.78
Total	65902	100.00	158950300	100.00

Dematerialisation of shares and liquidity

The shares of the Company are in compulsory demat segment and are available for trading in depository systems of both the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). As at 31st March 2019, 15,75,54,778 equity shares out of 15,89,50,300 equity shares of the Company, forming 99.12% of the Company's paid up capital is held in dematerialised form. The status of shares held in demat and physical format is given below:

Particulars	No. of Shares	%
Shares in Demat Form		
NSDL	150665761	94.79
CDSL	6889017	4.33
Shares in Physical Form	1395522	0.88
Total	158950300	100.00

Outstanding GDRs / ADRs / Warrants or other Convertible Instruments

The Company has not issued any GDR/ADR/Warrants or other convertible instruments during the year 2018-19.

Other Information

a) Corporate Identification Number (CIN): L26924HR1985PLC056150

b) Reconciliation Audit for Share Capital as on 31st March, 2019

Reconciliation Audit for Share Capital is carried out at every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of the Company. The said Report, inter-alia, confirms that the total listed and paid up capital of the Company is an agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and in physical form.

Foreign Exchange Risk & Hedging Activities

There is no foreign currency loan outstanding as on 31st March 2019. The details of foreign currency exposure as on 31st March 2019 is provided in Note No. 44 of the Financial Statements. All import liabilities are unhedged because cost of forward premium was higher. However, all import liabilities are paid on the due date.

Plant Locations

The plants of the Company are located as under:

- A-27 to 30, Industrial Area, Sikandrabad, Distt.: Bulandshahr (U.P.) - 203205.
- 19 KM Stone, Bhiwadi - Alwar Road, Village: Gailpur, Distt.: Alwar (Rajasthan) - 301707.
- Alwar Shahpura Road, Village & Post: Malootana, Tehsil: Thanagazi, Distt.: Alwar (Rajasthan) -301022.

**Subsidiary Companies**

As on 31st March 2019, the Company does not have any material unlisted subsidiary company as defined in the Listing Regulations.

Address for Correspondence**i. Registered Office:**

Kajaria Ceramics Limited
SF-11, Second Floor,
JMD Regent Plaza,
Mehrauli Gurgaon Road,
Village Sikanderpur Ghosi,
Gurgaon, Haryana-122001
Telephone: +91 - 124-4081281

ii. Corporate Office:

Kajaria Ceramics Limited
J-1/B-1 (Extn.), Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi - 110044
Telephone: +91 - 11 - 26946409
Fax No.: +91 - 11 - 26946407

Email ID for Investors

The Company has designated investors@kajariaceramics.com as an email address especially for investors' grievance(s).

**Declaration related to code of conduct to Directors/
Senior Management**

In accordance with the Listing Regulations, I hereby declare that all Directors and Senior Management Personnel of the Company have confirmed the compliance with the Code of Conduct as adopted by the Company

For and on behalf of Board

Ashok Kajaria

Chairman & Managing Director

(DIN: 00273877)

Place: New Delhi

Date: 10th May, 2019

CEO & CFO CERTIFICATE

To,
The Board of Directors of
Kajaria Ceramics Limited

Dear Sirs,

This is to certify that:

- A. We have reviewed financial statements and the cash flow statement of Kajaria Ceramics Limited for the year ended 31st March, 2019 and that to the best of our knowledge and belief we state that:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2019, which are fraudulent, illegal or in violation of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
1. significant changes in internal control over financial reporting during the year ended 31st March, 2019;
 2. significant changes in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances to significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : New Delhi
Date : 10th May, 2019

Ashok Kajaria
Chairman & Managing Director

Sanjeev Agarwal
CFO

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER LISTING REGULATIONS, 2015

Kajaria Ceramics Limited

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

We have examined all relevant records of **Kajaria Ceramics Limited** (the Company) for the purpose of certifying of all the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March 2019. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Chandrasekaran Associates
Company Secretaries

Rupesh Agarwal
Managing Partner

Membership No. ACS 16302
Certificate of Practice No. 5673

Place: Delhi
Date: 10.05.2019

SECRETARIAL COMPLIANCE REPORT

To,
The Board of Directors
Kajaria Ceramics Limited
SF-11, Second Floor,
JMD Regent Plaza, Mehrauli Gurgaon Road,
Village Sikanderpur Ghosi, Gurgaon
Haryana - 122001

We M/s. Chandrasekaran Associates have examined:

- (a) All the documents and records made available to us and explanation provided by Kajaria Ceramics Limited ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March 2019** ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder

by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable during the year under review.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable during the year under review.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable



Preference Shares) Regulations, 2013; Not Applicable during the year under review.

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder to the extent of Regulations 76 of Securities and Exchange Board of India (Depositories and Participants Regulations, 2018;
- (j) The Securities and Exchange Board of India (Registrar to Issue and Share Transfer Agent) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not Applicable during the year under review.			

Sr No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL	NIL	NIL	NIL

For Chandrasekaran Associates
Company Secretaries

Rupesh Agarwal

Managing Partner

Membership No. ACS 16302

Certificate of Practice No.5673

Date: 10.05.2019

Place: Delhi

CERTIFICATE UNDER SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Board of Directors
Kajaria Ceramics Limited
SF-11, Second Floor,
JMD Regent Plaza, Mehrauli Gurgaon Road,
Village Sikanderpur Ghosi, Gurgaon
Haryana - 122001

Based on the disclosures/declarations received from Directors appointed on the Board of Kajaria Ceramics Limited (“**Company**”) as on March 31, 2019, we hereby certified that as on March 31, 2019, none of the Directors on the Board of Company have been debarred or disqualified from being appointed or continuing as director of the Company by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

For Chandrasekaran Associates
Company Secretaries

Rupesh Agarwal
Managing Partner

Membership No. ACS 16302
Certificate of Practice No.5673

Date: 10.05.2019
Place: Delhi



Annexure-A

DIVIDEND DISTRIBUTION POLICY

1. INTRODUCTION

The Company aims at rewarding its shareholders by sharing a part of its profits after retaining sufficient funds for the growth of the Company. The Company has been able to pursue its aim over years and has been able to maintain fairness, consistency and sustainability while distributing profits to its shareholders. This policy has been framed with an objective to ensure the right balance between the quantum of Dividend paid and amount of profits retained in the business for various purposes.

2. PURPOSE AND REGULATORY FRAMEWORK

In accordance with the provisions of the Companies Act, 2013 and rules made thereunder (the 'Act') and Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, this Policy provides guidance for declaration of dividend and its pay-out by the Company.

The Board of Directors (the 'Board') will consider the Policy while declaring / recommending dividend on behalf of the Company. The Policy is not an alternative to the decision of the Board for recommending / declaring dividend, which takes into consideration all the relevant parameters/circumstances enumerated hereunder or other factors as may be decided by the Board.

3. CONCEPT OF DIVIDEND

Dividend is the share of the profit that a company decides to distribute among its shareholders. The profits

earned by the company can either be retained in the business or can be distributed among the shareholders as dividend.

4. TYPES OF DIVIDEND

The Act deals with two types of dividend - Interim and Final.

• Interim Dividend

Interim dividend is the dividend declared by the Board between two Annual General Meetings as and when considered appropriate. The Board shall have the absolute power to declare interim dividend during the financial year, as and when deemed fit. The Act authorises the Board to declare interim dividend during any financial year out of the profits for the financial year in which the dividend is sought to be declared and/or out of the surplus in the profit and loss account.

Normally, the Board could consider declaring an interim dividend after finalization of quarterly (or half yearly) financial statements.

• Final Dividend

Final dividend is recommended for the financial year at the time of approval of the Annual Financial Statements. The Board shall have the power to recommend final dividend to the shareholders for their approval at the Annual General Meeting of the Company.

5. DIVIDEND DECLARATION

Subject to the provisions of the Act, dividend shall be declared and paid out of:

- I. Profits of the Company for the year for which the dividend is to be paid after setting off carried over previous losses and depreciation not provided in the previous year(s);
- II. Undistributed profits of the previous financial years after providing for depreciation in accordance with law and remaining undistributed.
- III. Out of I and II both.

Before declaration of dividend, the Company may transfer a portion of its profits to reserves of the Company as may be considered appropriate by the Board at its discretion.

In the event of inadequacy or absence of profits in any financial year, a company may declare dividend out of free reserves subject to the compliance with the Act.

6. PARAMETER / FACTOR GOVERNING DECLARATION OF DIVIDEND

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in business. The circumstances for dividend pay-out decision depends on various external and internal factors as under:

o External Factors:

The Board shall consider various external factors while declaring dividend including the following:

- o Economic Scenario - The Board shall endeavour to retain a larger portion of profits to build up reserves, in case of adverse economic scenario.
- o Market Scenario - The Board shall evaluate the market trends in terms of technological changes mandating investments, competition impacting profits, etc., which may require the Company to conserve resources.
- o Regulatory Restrictions / Obligations - In order to ensure compliance with the applicable laws, the Board shall consider the restrictions, if any, imposed by the Act and other applicable laws with regard to declaration of dividend.

Statutory obligations under the Act to transfer

a certain portion of profits to any specific reserve such as Debenture Redemption Reserve, Capital Redemption Reserve, etc. may impact the decision with regard to dividend declaration.

Dividend distribution tax or any tax deduction at source as required by tax regulations in India, applicable at the time of declaration of dividend may impact the decision with regard to dividend declaration.

- o Agreements with Lenders / Debenture Trustees - The decision of dividend pay-out may also be affected by the restrictions and covenants contained in the agreements entered into with the lenders or Debenture Trustees of the Company from time to time.
- o Other Factors - Other factors beyond control of the Management like natural calamities, fire, etc. effecting operations of the Company may impact the decision with regard to dividend declaration.

o Internal Factors:

The Board shall consider internal factors while declaring dividend including the following:

- o Outlook of the Company in line with business plan
- o Profitability;
- o Capex needs for the existing businesses;
- o Mergers and Acquisitions;
- o Expansion / Modernization of the business;
- o Cost of raising funds from alternate sources;
- o Cost of servicing outstanding debts;
- o Funds for meeting contingent liabilities
- o Any other factor as deemed appropriate by the Board.

7. FINANCIAL PARAMETERS FOR DECLARING DIVIDEND

To keep investment attractive and to ensure capital appreciation for the shareholders, the Company shall also endeavour to provide consistent return over a period of time. While deciding on the dividend, micro and macro economic parameters for the country in general and the Company in particular shall also be considered.

The Board shall endeavor to maintain the Dividend Payout Ratio (Dividend including Dividend Distribution



Tax / Profit After Tax) between 20-25% of Consolidated Profit After Tax.

Taking into consideration the aforementioned factors, the Board shall endeavour to maintain a dividend payout.

8. UTILISATION OF RETAINED EARNINGS

Subject to the provisions of the Act and other applicable laws, retained earnings may be utilised as under:

- o Declaration of dividend - Interim or Final;
- o Issue of fully paid-up bonus shares;
- o Augmenting internal resources;
- o Repayment of debt;
- o Funding for Capex / expansion plans / acquisition;
- o Any other permitted use.

9. CIRCUMSTANCES IMPACTING DIVIDEND PAYMENT

The decision regarding Dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in the business.

The circumstances under which the shareholders may expect dividend would depend upon certain factors mentioned in Clause 6 above.

10. PARAMETERS FOR VARIOUS CLASSES OF SHARES

The Authorised Share Capital of the Company is divided into Equity Shares of ₹1/- each and Preference Shares of ₹100/- each. Currently, the Company has one class of

issued and subscribed shares - Equity Shares. There is no privilege amongst Equity shareholders of the Company with respect to dividend distribution.

As and when the Company shall issue other class of Equity Shares or other kind of shares, this Policy may be suitably amended.

11. DISCLOSURE

This Dividend Distribution Policy shall be disclosed in the Annual Report of the Company and on the Company's website www.kajariaceramics.com.

If the Company proposes to declare dividend on the basis of any additional parameters apart from those mentioned in the Policy or proposes to change the parameters contained in this Policy, it shall disclose such changes along with the rationale for the same in the Annual Report and on the website.

12. EFFECTIVE DATE

This Policy shall be effective and applicable for dividend, if any, declared for the Financial Year 2016-17 onwards.

13. REVIEW / AMENDMENT

This Dividend Distribution Policy may be amended by the Board, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the provisions of the Act and the Listing Regulations, from time to time. Any amendments in the Act or in the Listing Regulations shall be binding even if not incorporated in this Policy.

BUSINESS RESPONSIBILITY REPORT FOR 2018-19

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L26924HR1985PLC056150
2	Name of the Company	Kajaria Ceramics Limited ("the Company")
3	Registered Office	SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana- 122001
4	Website	www.kajariaceramics.com
5	E-mail id	investors@kajariaceramics.com
6	Financial Year Reported	2018-19
7	Sector(s) that the Company is engaged in (Industrial Activity code wise)	23913 (Manufacturing Ceramic Products)
8	List three key products that Company manufactures (as Per Balance Sheet)	The Company operates in only one segment i.e. Ceramic / Vitrified Tiles
9	Total Number of Locations where business activity is undertaken by the Company	
a)	Number of International locations (provide details of major 5)	1
b)	Number of National Locations	56

Manufacturing units:

Unit	Location
Sikandrabad (Uttar Pradesh)	A-27 to 30, Industrial Area, Sikandrabad, Distt. Bulandshahr (U.P.) - 203205
Malootana (Rajasthan)	Alwar Shahpura Road, Village & Post Malootana, Tehsil: Thanagazi, Distt.: Alwar (Rajasthan)-301022
Gailpur (Rajasthan)	19 KM Stone, Bhiwadi-Alwar Road, Village: Gailpur, Distt.: Alwar (Rajasthan) - 301707

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

Corporate Office: J1/B1 (Extn.), Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110044

10. Markets served by the Company:

The Company operates PAN India and also serves some of the international markets.

**SECTION B: FINANCIAL DETAILS OF THE COMPANY**

1.	Paid-up Capital (₹)	-	15.90 Crores
2.	Total Turnover (Gross) (₹)	-	2726.07 Crores
3.	Total Profit/(Loss) After Taxes (PAT) (₹)	-	245.90 Crores
4.	Total spending on Corporate Social Responsibility (CSR) for the financial year 2018-19 is ₹4.86 Crores which is about 2% of PAT.		
5.	List of activities in which the expenditure in 4 above has been incurred	-	Refer Annexure 3 of the Directors' Report for the financial year 2018-19.

SECTION C: OTHER DETAILS**1. Does the Company have any subsidiary company / companies?**

As on 31st March, 2019, the Company had 6 subsidiaries and 1 step down subsidiary. The details of the subsidiaries have been disclosed in the Annual Report for the financial year 2018-19.

2. Do the subsidiary company / companies participate in BR initiative of the parent company? if yes, then indicate the number of such subsidiary company(s):

None of the subsidiary companies, directly or indirectly, participate in BR initiatives of the Company.

2. Principle-Wise (as per NVGs) BR Policy / Policies

(a) Details of compliance (Reply Y/N)

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy for...	Yes, the Company has policy for all the principles.								
2.	Has the policy being formulated in consultation with the relevant stakeholders	All the policies have been formulated in consultation with the Management of the Company.								
3.	Does the policy conform to any national / international standards? if yes, specify	<p>Yes, as stipulated by the applicable provisions of the regulations of the Securities and Exchange Board of India.</p> <p>The Company has also adopted various standard specified by the International Organization for Standardization (ISO) as under:</p> <ul style="list-style-type: none"> • ISO 9001:2008 for Quality Management System • ISO 14001:2015 for Environmental Management System • OHSAS 18001:2007 for Occupational Health & Safety Management System • SA 8000:2008 for Social Accountability Standards • ISO 22000:2005 for Preparation & Serving of Vegetarian Food/Non-Alcoholic Beverages for employees & visitors in its canteen 								

3. Do any other entity / entities (e.g. Suppliers, Distributors, etc.) that the Company does business with, participate in the BR initiatives of the Company? if yes then indicate the percentage of such entity / entities (Less than 30%, 30-60%, More than 60%).

No

SECTION D: BR INFORMATION**1. Details of Directors responsible for BR**

(a) Details of the Director responsible for implementation of the BR policies

- DIN : 00273877
- Name : Mr. Ashok Kajaria
- Designation : Chairman & Managing Director

(b) Details of BR Head

S. No.	Particulars	Details
1.	DIN (if applicable)	00273877
2.	Name	Mr. Ashok Kajaria
3.	Designation	Chairman & Managing Director
4.	Telephone Number	+91-11-26946409
5.	E-mail id	investors@kajariaceramics.com

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
4.	Has the policy being approved by the Board? If yes, has it been signed by MD / Owner / CEO/ appropriate Board Director?	All the policies have been approved by the Board and have been signed by the Chairman & Managing Director of the Company.								
5.	Does the Company have a specified committee of the Board / Director / official to oversee the implementation of the policy?	The Company has constituted a Business Responsibility & Sustainability Committee ("BRS Committee") to oversee the implementation of the policy.								
6.	Indicate the link for the policy to be viewed online?	https://www.kajariaceramics.com/pdf/BusinessResponsibilityPolicy.pdf								
7.	Has the policy been formally communicated to all the relevant internal and external stakeholders?	Communication is on-going process. For this purpose, the Policy has been posted on the Company's website for information of all the internal and external stakeholders of the Company.								
8.	Does the Company have in house structure to implement the policy/ policies	Yes, the Company has necessary structure in place to implement the policies.								
9.	Does the company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy/ policies?	Yes, the Company has necessary grievance redressal mechanism, to address the grievance of the relevant stakeholder.								
10.	Has the company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	As a part of compliance with ISO Standards adopted by the Company, an external agency evaluates the implementation of ISO Standards. However, the Company has not carried out independent audit / evaluation of working of the BR Policy by an internal or external agency as of now.								

3. Governance related to BR

- **Indicate the frequency with which the Board of Directors, Committee of Directors or CEO to access the BR performance of the Company. Within 3 months, 3 months - 6 months, annually more than 1 year.**

The BRS Committee usually oversees the BR performance of the Company on annual basis.

- **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

The BR report is published on annual basis. The Company has started publishing the BR report from F.Y. 2016-2017. The BR report for F.Y. 2018-19 may be accessed through the Company's website link https://www.kajariaceramics.com/pdf/business_responsibility_report_2018-19.pdf

SECTION E: PRINCIPLE WISE PERFORMANCE

PRINCIPLE 1: ETHICS, TRANSPARENCY AND ACCOUNTABILITY

Business should conduct and govern themselves with Ethics, Transparency and Accountability.

1. **Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend the group / joint ventures/ suppliers/ contractors/ NGOs/ others?**

Our philosophy is based on the trusteeship, transparency and accountability. We believe that it is imperative for us to manage our business affairs in the fairest and transparent manner with a firm commitment to our values. Any business without ethics cannot win the trust of the stakeholders.

The policy relating to ethics, bribery and corruption is applicable only to the Company. The Company's Code of Business Conduct and Ethics affirms its commitment to the highest standards of integrity and



ethics. The copy of the same is available on the website of the Company at <https://www.kajariaceramics.com/pdf/CodeofBusinessConductEthics.pdf> Compliance with these principles is an essential element in your Company's business success.

Your Company also has a Whistle Blower Policy which allows employees to bring to the attention of the Management, promptly and directly, any unethical behaviour, suspected fraud or irregularity in the Company practices, leak of Unpublished Price Sensitive Information with respect to the Company, etc. The copy of the same is available on the website of the Company at https://www.kajariaceramics.com/pdf/whistel_blowing_policy.pdf. Your Company has provided dedicated e-mail address, Whistle officer: whistleofficer@kajariaceramics.com Chairman of the Audit Committee: chairmanauditcommittee@kajariaceramics.com

Though the Company encourages and expects the parties associated with its value chain partners like dealers, vendors, supplier, contractors, employees, etc. to follow the Code of Business Conduct and principles envisaged in the policy while their interactions with Kajaria Ceramics Limited.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so provide the details thereof in about 50 words or so.

During the financial year 2018-19, 16 shareholder complaints were received by the Company, out of which 15 complaints were duly resolved and 1 complaint remained pending as on 31st March, 2019.

The Company did not have any significant external stakeholder complaint in the last financial year.

PRINCIPLE 2: PRODUCT LIFE CYCLE SUSTAINABILITY

Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

1. List up to 3 of your products whose design has incorporated social or environmental concerns, risks and / or opportunities.

The Company is engaged in manufacturing and selling of tiles, which constitutes almost 99% of its total turnover.

The Company being a leading tile manufacturer in the world, has been innovating and launching products meeting multiple consumer needs, spanning across various income groups, from young to old and everyone in - between. The Company understands its obligations on social and environmental concerns, risks and opportunities.

The Company has deployed best in class technology and process to manufacture tiles which use optimal resources. The Company has initiated proactive steps to control, reduce and eliminate use of toxic and hazardous raw material during design and manufacture of products, focuses to accord highest priority in developing eco-friendly products which meet the best International standards. Further, the Company ensures that all processes, plant, equipment, machinery and material provided at functional site are safe to the people as well as environment.

In addition to the aforesaid, the Company has also taken various energy conservation initiatives like installation of roof solar plant, LED lights, Rain Water Harvesting, etc.

2. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also provide details thereof, in about 50 words or so.

It is important for your Company to manage the impacts of its product life cycle for the success of its operations. The life cycle of the product covers the entire value chain from sourcing of raw materials, to product manufacture, distribution, consumer use and disposal.

The resources involved in the manufacturing processes are efficient and sustainable and 100% of the inputs are sustainably sourced by the Company.

Further, the Company gives preference in selection of vendors for procurement of raw material, who

comply with the various principles of sustainability. Majority of suppliers of raw material are located within a radius of 200 Km of the manufacturing units of the Company which helps to minimize transportation. Engagement of Transporters are done based on conditions like young vehicles, need for drivers to carry pollution certificates and drivers & support staff to always carry safety kits, etc. The Company continuously strives for load and route optimization to ensure fuel and environmental efficiency of the fleets.

3. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Local sourcing reduces costs, provides local employment benefits and reduced environmental footprint in sourcing.

The Company encourages the sourcing its raw material/stores and other consumables from local economy and small vendors, as far as possible. The Company's contractor who supplies labour services for plant operations employ workmen from nearby communities.

4. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also provide details thereof, in about 50 words or so.

The production process of the Company is based on principles of optimising the material and energy resources. Therefore, the Company lays high degree of stress to reduce waste associated with its products.

In the said direction, it has installed Effluent Treatment Plant ("ETP") and filter processes at all of its plants and whatever, liquid and solid waste is generated, the same is being recycled and reused in the process. The current waste generation is less than 5% of the total production, majority of which is recycled.

PRINCIPLE 3: EMPLOYEE WELL-BEING

Business should promote the well-being of all employees

1. Please indicate the total number of employees:

The total numbers of employees were 2588 as on 31st March 2019.

2. Please indicate the total of employees hired on temporary / contractual / casual basis.

The total temporary/contractual/casual employees were 1894 as on 31st March 2019.

3. Please indicate the number of permanent women employees:

There were 91 women employees as on 31st March 2019.

4. Please indicate the number of permanent employees with disabilities:

There was 1 permanent employee with disabilities as on 31st March 2019.

5. Do you have an employee association that is recognised by management?

We respect the right of employees to free association without fear of reprisal, discrimination, intimidation or harassment. A small section of the employees at Sikandrabad (U.P.) plant have formed a representative group.

6. What percentage of your permanent employees is members of this recognized employee association?

Less than 10%

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as on the end of the financial year.

We believe that our human capital is one of the most valuable resources to tap the perennial growth of the business.



The Company prohibits child labour, forced labour and involuntary labour in all units. It is ensured that no person below the age of eighteen years is employed in the workplace.

The Company is fully compliant with the prevailing laws on the prevention of sexual harassment of women at workplace. The policy for the prevention of sexual harassment at the workplace is available on the website of the Company at https://www.kajariaceramics.com/pdf/prevention_of_sexual_harassment_at_workplace.pdf. No complaints relating to sexual harassment were received during the financial year 2018-19.

8. What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?

- o Permanent employees : 45%
- o Permanent women employees : 30%
- o Casual/ Temporary / Contractual employees : 45%
- o Employees with disabilities : Nil

PRINCIPLE 4: STAKEHOLDERS ENGAGEMENT

Business should respect the interest of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

1. Has the Company mapped its internal and external stakeholders?

Yes

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?

There are no identified disadvantaged, vulnerable & marginalized stakeholders.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details, in about 50 words or so.

Not Applicable

PRINCIPLE 5: HUMAN RIGHTS

Business should respect and promote human rights.

1. Does the policy of the Company on human rights cover only the company or extend to the group / joint ventures / suppliers / contractors / NGOs / others?

The policy is applicable only to the Company. The Policies and their implementation are directed towards adherence to applicable laws and to uphold the spirit of human rights.

2. How many stakeholder's complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

Nil

PRINCIPLE 6: ENVIRONMENT

Business should respect, protect and make efforts to restore the environment.

1. Does the policy related to Principle 6 cover only the company or extend to the group / joint ventures / suppliers / contractors / NGOs / others?

The policy is applicable to the Company and its subsidiaries.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming etc.? Y/N. if yes, please give hyperlink for webpage etc.

In order to address the global environmental issues like climate change, global warming, the Company has embedded many facets related to respecting and protecting environment in its operations and processes.

3. Does the company identify and assess potential environmental risks?

Yes, the Company has the risk management mechanism in place to identify and assess the existing and potential risks across its operations.

4. Does the company have any project related to clean development mechanism? If so, provide details hereof, in about 50 words or so. Also if yes, whether any environmental compliance report is filed?

The Company does not have any specific project related to clean development mechanism but it has installed Effluent Treatment Plant (“ETP”) and filter processes at all of its plants and whatever, liquid and solid waste is generated, the same is being recycled and reused in the process.

Further, all the plants of the Company are based on the principle of minimal environment footprint.

5. Has the company undertaken any other initiatives on-clean technology, energy efficiency and renewable energy, etc. Y/N. if yes, please give hyperlink for web page, etc.

The Company has undertaken various initiatives on clean technology, energy efficiency and renewable energy like installation of roof top solar plant in the factory & wind turbine to generate green energy.

Further, it has also installed heat recovery systems and latest generation energy lighting and equipment, to save energy and fuel cost. The Company has also commissioned Rain Water harvesting projects within the plant and nearby villages.

6. Are the emission / waste generated by the Company within the permissible limits given by CPCB/ SPCB for the financial year being reported?

Yes, emission / waste generated by the Company are within the permissible limits given by CPCB/SPCB for the financial year 2018-19.

7. Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of the financial year.

Nil

PRINCIPLE 7: POLICY ADVOCACY

Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1. Is your company a member of any trade and chamber or association? if yes, name only those major ones that your business deals with:

The Company is member of following trade chambers, associations and forums:

- i. Federation of Indian Chamber of Commerce and Industry
- ii. PHD Chamber of Commerce and Industry
- iii. Indian Council of Ceramic Tiles and Sanitaryware
- iv. Bhiwadi Manufacturers Association
- v. Sikandrabad Industries Association
- vi. Indian Industry Association

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes / No; if yes specify the broad areas (drop box: governance and administration, economic reforms, inclusive development policies, energy security, water, food security, sustainable business principles, others)

Your Company is associated with above institutions with an intention of mutual learning and contribution in development of processes. As and when required, the Company put forth its views on the issues faced by the industry with respective business forums and chambers.

PRINCIPLE 8: INCLUSIVE GROWTH

Business should support inclusive growth and equitable development

1. Does the company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? if yes details thereof.

The Company supports inclusive growth and equitable development through its Corporate Social Responsibility (CSR) programmes. The Company has aligned its CSR programmes/ initiatives/ activities with the requirements of Companies Act, 2013. The Company's CSR activities are being monitored by the Corporate Social Responsibility Committee constituted by the Board.

The details and impact of the CSR programmes/ initiatives/ activities taken by the Company in the recognized fields are detailed in the CSR annexure attached to the Annual Report of the Company.

2. Are the programmes / projects undertaken through in house team / own foundation / external NGO/ government structure/ any other organisation?



The Company carries such programmes/ initiatives/ activities directly as well as indirectly and strives to ensure a better quality of life for the people while contributing towards a strong economy. All our CSR efforts stem from our well-articulated Corporate Social Responsibility (CSR) Policy and focus on some of the key priorities of the communities.

Assistance of external agencies / expert may be taken as and when required.

3. Have you done any impact assessment of your initiative?

No formal impact assessment of the initiatives has been undertaken by the Company.

4. What is your company's direct contribution to community development projects- Amount in ₹ and details of the projects undertaken.

Details of amount spent by the Company by way of CSR Programmes towards the development of the Community have been provided in Annexure 3 of the Directors' Report for the financial year 2018-19.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words or so.

The Company undertakes CSR activities after assessing the needs of the community. Further, all CSR activities are rolled out directly to the society. The Company believes that they will benefit the society at large.

This helps in increased reach as well as ensuring the adoption of initiative by communities. Project teams track the reach and take necessary steps to make it successful.

PRINCIPLE 9: CONSUMER VALUE

Business should engage with and provide value to their customers and consumers in a responsible manner.

1. What percentage of customer complaints/ consumer cases are pending as on the end of the financial year.

The Company is dedicated to delivering products that satisfy the unmet needs of the consumers. The Company value customer satisfaction as one of its greatest assets. Therefore, it has put in place effective redressal mechanism for addressing customer complaints and handling consumer cases. The system has been created keeping the interest of customers, so that minimum hassles are caused to him/her. The system is periodically reviewed by management team as well. The Company regularly organizes feedback and awareness programs for its customers across various locations. Further all the dealers are advised to ensure that the customer complaints are redressed in the shortest possible time. The Company has also provided Toll Free Number facility to entertain the customer complaints and the Company always endeavors to resolve the complaints at the earliest.

The numbers of such cases are insignificant in comparison to the numbers of customers in fold.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A.

Customers have access to the Company's website which provides host of information on products and services. In addition, information is disseminated to the customers through display board, exhibitions, catalogue, advertisements etc. The Company also displays all information as mandated by the regulators to ensure compliance with relevant laws.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as on the end of financial year. If so, provide the details thereof, in about 50 words.

No

4. Did your company carry out any consumer survey / consumer satisfaction trends?

No

DIRECTORS' PROFILE

1. Mr. Ashok Kajaria (DIN:00273877)

Mr. Ashok Kajaria is the founding Chairman & Managing Director of the Company, holds a Bachelors in Science (B.Sc.) degree and pursued Engineering (BSME) at UCLA (California), USA.

He is widely credited with spearheading a transformation of the tile industry in India and is best known for being the pioneer behind launching large format wall tiles in the country and his catalytic role in revolutionising tile display and marketing.

In his career spanning over 41 years, his vision and foresightedness as an entrepreneur, dynamic leadership, steadfast determination, and global marketing acumen has seen the rise of Kajaria from what started as a 1 MSM tile fledging in 1988 into an industry leader and most respected tile brand in India.

He is the Chairman & Managing Director of Kajaria Ceramics Limited and is the Chairman of Risk Management Committee, Business Responsibility & Sustainability Committee and a member of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Mr. Kajaria has held several important industry positions including President of PHD Chamber of Commerce, Chairman of the Indian Council of Ceramic Tiles and Sanitaryware and member of the executive committee of Federation of Indian Chamber of Commerce and Industry.

Committed to the philosophy that the corporate sector should play a proactive role in promoting the cause of inclusive growth, Mr. Kajaria is keenly involved with the various philanthropic arms of the Company- providing structure and focus to the social outreach initiatives of the Company.

As on 31st March, 2019, he is holding 1047004 shares of the Company.

2. Mr. Chetan Kajaria (DIN:00273928)

Mr. Chetan Kajaria is a Bachelor in Petro Chemical Engineering (B.E.) from Pune University and holds an MBA from Boston College, U.S.A.

Presently, He is the Chairman of the Indian Council of Ceramic Tiles and Sanitaryware ('ICCTAS'). He is also the Joint Managing Director of Kajaria Ceramics Limited and a member of the Corporate Social Responsibility Committee, the Stakeholders Relationship Committee, the Risk Management Committee and the Business Responsibility & Sustainability Committee of the Company.

He started his journey at Kajaria Ceramics Limited in the year 2000 and has been instrumental in giving a new dimension to the Company by opening international standard tile showrooms across the country which has today become an industry trend.

Mr. Kajaria is spearheading the ceramic tile vertical. He is responsible for the first ever acquisition in the Company's history- acquiring a ceramic tile plant in Gujarat for feeding the Western and Southern markets in February 2011.

He spread the concept of value added tiles in the ceramic tile vertical using digital technology from Spain by displaying at dealers' showroom across the country. He had also led the acquisition of a ceramic tile plant in Vijayawada, Andhra Pradesh in April 2012, marking the Company's entry into the growing markets of South India. He has played a key role in making Kajaria Ceramics Limited a leading manufacturer of ceramic wall & floor tiles in India.

As on 31st March, 2019, he is holding 1339880 shares of the Company.



3. Mr. Rishi Kajaria (DIN:00228455)

Mr. Rishi Kajaria holds a B.Sc. in Business Administration from Boston University, U.S.A.

He is the Joint Managing Director of Kajaria Ceramics Limited and is a member of the Corporate Social Responsibility Committee and the Business Responsibility & Sustainability Committee.

Mr. Rishi Kajaria joined Kajaria Ceramics in the year 2003 and spearheads the vitrified tile vertical. Initially, he opted for trading vitrified tiles rather than joining the race of setting up capacities. After importing for 5 years, he decided to manufacture them. The first production unit for vitrified tile was started in Sikandrabad in 2010. Subsequently, Kajaria Ceramics commissioned a huge expansion of vitrified tiles at Gailpur in 2011. The next capacity addition came through joint ventures in Morbi, Gujarat. With this strategy, he added capacity without any gestation period and acquired reach.

Today the total production capacity of vitrified tiles is 39.90 MSM per annum.

Mr. Kajaria identified the opportunity in the Bathware segment and started Kajaria Bathware. He is also responsible for spearheading the lateral shift of the company into Sanitaryware and faucets in keeping with the overall growth master plan.

As on 31st March, 2019, he is holding 1805716 shares of the Company.

4. Mr. Dev Datt Rishi (DIN: 00312882)

Mr. Dev Datt Rishi is a B.Sc. (Engineering) Chemical Hons. graduate with a Diploma in Management.

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. His knowledge and techniques have contributed to production of international standards quality tiles. He has rich experience in the field of production, quality control, R&D, technology transfer, standardization, projects, training and organization development, etc.

He was on the Board of the Company w.e.f. 14th May, 1993 and resigned on 30th April 2010. He was again appointed on the Board w.e.f. 14th January 2015 as Director-Technical. He, however, resigned from the post of 'Director-Technical' of the Company and continues to be Non-Executive Director of the Company effective from 1st July, 2017. He is member of the Risk Management Committee of the Company.

As on 31st March 2019, he holds 624 shares of the Company.

5. Mr. Raj Kumar Bhargava (DIN: 00016949)

Mr. Raj Kumar Bhargava, a B.A. (Hon.) and M.A., is a retired IAS officer.

He is an Independent Director and joined the Board of the Company on 9th November, 1998. He is the Chairman of the Audit Committee of the Company.

He has 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. He has wide experience in industry, finance and infrastructure.

He is holding Directorships in various other public limited companies.

As on 31st March, 2019, he is holding 18,592 shares of the Company.

6. Mr. H. Rathnakar Hegde (DIN:05158270)

Mr. H. Rathnakar Hegde is a Science Graduate.

He is an Independent Director and joined the Board of Directors of the Company on 17th January 2012. He is member of the Audit Committee, the Nomination & Remuneration Committee and the Risk Management Committee of the Company.

He has served the banking industry for four decades. His most recent position was as the Executive Director of the Oriental Bank of Commerce ('OBC'), a premier public sector bank in India. Mr. Hegde assumed his responsibilities at OBC on 16th May, 2008. Prior to this, Mr. Hegde held the position of General Manager (Credit, Human Resource, Treasury, and Marketing) at Vijaya

Bank that was the culmination of 38 years of exemplary service in various capacities.

He also serves on the Boards of several companies.

As on 31st March, 2019, he does not hold any share of the Company.

7. Mr. Debi Prasad Bagchi (DIN: 00061648)

Mr. Debi Prasad Bagchi, retired as Chief Secretary to the Government of Orissa. He is MA (Economics) and M.Phil in Public Administration. He had served the Government of India as JS, AS and Secretary.

He is an Independent Director and joined the Board of the Company on 29th June, 2007. He is the Chairman of the Nomination & Remuneration Committee and a member of the Audit Committee of the Company.

He has rich experience in General Administration, Management Strategy, Government Industry Relationship and Corporate Governance. He is also serving the Board of Directors of the other companies of different business.

As on 31st March, 2019, he does not hold any share of the Company.

8. Mrs. Sushmita Singha (DIN:02284266)

Mrs. Sushmita Singha, a post graduate in English from

Patna University, has over 30 years of experience in the industry, international organizations and development sector. She has a Diploma in Urban Town Planning from the Human Settlement Management Institute (HSMI), New Delhi and a Certification Course in Enhancement of Managerial Capability from the Indian Institute of Management (IIM), Lucknow.

She was appointed as an Independent Director w.e.f. 30th March, 2015. She is the Chairperson of the Corporate Social Responsibility Committee & the Stakeholders Relationship Committee and a member of the Nomination & Remuneration Committee of the Company.

She has held various posts / assignments in various organisations including PHD Chamber of Commerce and Industry, Sulabh International Social Service Organisation, UN Task Force and took various assignments for Government of India.

Presently, she is the President of MA. (My Anchor Foundation), an NGO working in development sector in India. She is also an honorary member of BRICS Chamber of Commerce and serves on the Boards of other companies.

As on 31st March, 2019, she does not hold any share of the Company.