

December 23, 2022

BSE Limited
P.J. Towers
Dalal Street
Mumbai - 400 001**The National Stock Exchange of India Limited**
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir/Madam,

Sub: Passing of Special Resolution by Postal Ballot

In continuation of our letter dated November 22, 2022 titled 'Notice of Postal Ballot, we wish to inform you that based on the Postal Ballot through e-voting only from the members of the Company and as per the Scrutinizer's Report dated December 23, 2022 (enclosed as Annexure-A), the Special Resolution set out in the Notice of Postal Ballot dated November 2, 2022, has been declared as passed with the requisite majority, through Postal Ballot. A summary of the votes received on the Special Resolution are given below:

PARTICULARS	VOTING DETAILS
Item of Notice of Postal Ballot dated November 2, 2022	To consider and approve revised limits of advancing loan(s) to subsidiary(ies) of the Company under Section 185 of Companies Act, 2013
Type of Resolution	Special Resolution
Total voting	136245095
Less: Invalid voting	0
Valid voting	136245095
Votes in favour of the Resolution	118082663
Votes against the Resolution	18162432
Percentage of Votes in favour of Resolution	86.67%

We also enclosing herewith voting results in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in Annexure-B.

Kindly take the above on records.

Thanking you,

For Kajaria Ceramics Limited

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

Encl.: As above

Kajaria Ceramics Limited

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

Declaration of Results of voting conducted by Postal Ballot

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs regarding Postal Ballot, etc., approvals of the members of the Company were sought by way of Special Resolution for the business set out in the Notice of Postal Ballot dated November 2, 2022, through Postal Ballot by way of e-voting. As per the Scrutinizer's Report dated December 23, 2022, the results of Postal Ballot are as under:

PARTICULARS	VOTING DETAILS
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I, therefore, declare the Special Resolution, set out in the above said Notice of Postal Ballot, as passed with the requisite majority.



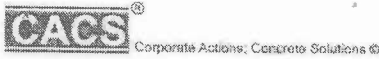
For Kajaria Ceramics Limited

Ashok Kajaria
Chairman & Managing Director

Place: New Delhi
Date: December 23, 2022

Kajaria Ceramics Limited

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CHANDRASEKARAN ASSOCIATES®
COMPANY SECRETARIES

SCRUTINIZERS' REPORT

To
The Chairman,
KAJARIA CERAMICS LIMITED
SF-11, Second Floor, JMD Regent Plaza,
Mehrauli Gurgaon Road,
Village Sikanderpur Ghosi,
Gurgaon - 122001

Sub: Scrutinizers' Report on postal ballot by way of electronic voting means conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolution contained in the Notice dated November 2, 2022.

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries, failing me, Mr. Rupesh Agarwal, Managing Partner, Chandrasekaran Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of Kajaria Ceramics Limited (hereinafter referred to as "Company") for scrutinizing postal ballot by way of voting by electronic means in respect of passing of the resolution contained in the Notice dated November 2, 2022 ("Notice") in a fair and transparent manner.

I submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder including circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 5, 2022, respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing regulations") with the Stock Exchanges including Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (the 'SEBI Circulars'), Secretarial Standard issued by the Institute of Company Secretaries of India on General Meetings ('SS-2') relating to postal ballot by way of electronic voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from website of National Securities Depository Limited ('NSDL') i.e. www.evoting.nsdl.com, authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 p.m. (IST) on Thursday, December 22, 2022.

11-F, Pocket Four | Mayur Vihar Phase One | Delhi - 110 091 | Tel. +91-11-2271 0514
info@cacsindia.com | www.cacsindia.com

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CHANDRASEKARAN ASSOCIATES

Continuation.....

3. The Members of the Company as on the "cut-off date" i.e., Friday, November 11, 2022, were entitled to vote on the proposed resolution to be passed through postal ballot by way of electronic voting means as set-out in the Notice of Postal Ballot dated November 2, 2022 and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the postal ballot.
4. The e-voting period remained open from at 9:00 a.m. (IST) on Wednesday, November 23, 2022 and ended at 5:00 p.m. (IST) on Thursday, December 22, 2022, on the designated website of NSDL i.e. www.evoting.nsdl.com.
5. On November 22, 2022, the Company had completed the dispatch of Postal Ballot notice, to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited/Central Depository Services (India) Limited ("depositories") as on the Cut-off date i.e. November 11, 2022 and whose e-mail IDs were registered with the Company and Depositories. Pursuant to the MCA Circulars, the Company had dispatched the notice through e-mails only. The Company has not dispatched the postal ballot notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.

However, the Company had also given an option in the Postal Ballot Notice dated November 2, 2022, which was uploaded on the website of the Company (www.kajariaceramics.com), on the website of National Securities Depository Limited (www.evoting.nsdl.com) and also published by way of newspaper advertisements dated November 23, 2022 in Financial Express (English) & Jansatta (Hindi) to the members to register their e-mail id's with the Company and/ or their depository participants.

6. Due to COVID-19 pandemic and in view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, physical ballot could not be dispatched. Further, the Company has also not received any physical ballot form and accordingly, voting done through e-voting only was considered for this report.
7. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of listing regulations, advertisements were published by the Company on November 23, 2022 in Financial Express (English) & Jansatta (Hindi) informing about the completion of dispatch of Postal Ballot notice, to the Members, those registered their e-mail id's with the Company and/ or depositories along with other related matters mentioned therein.
8. I had monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by NSDL through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses, Mr. Aakarshit Jai, R/o: D-372, Near Laxmi Sweets, Laxmi Nagar, Delhi-110092 and Mr. Abhinav Bhardwaj, R/o: C-38, Shyam Park Extension, Sahibabad, Ghazibad-201005, who are not in the employment of the Company.

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CHANDRASEKARAN ASSOCIATES

Continuation.....

10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting were reconciled with the records maintained by the Registrar and Transfer Agent, i.e. MCS Share Transfer Agent Limited of the Company and authorizations lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. www.evoting.nsdl.com.
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:

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

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	695	136,246,315
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised/ Partially exercised	1*	1220
	No. of Valid Votes Cast	695*	136,245,095

*One (1) shareholder holding 24,059 equity shares as on cut-off date have partially exercised votes in against on 22,839 equity shares and not exercise votes for 1,220 shares.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	524^	118,082,663	86.67
Against	174^	181,62,432	13.33
Total	698^	136,245,095	100.00

^Three (3) shareholders holding 4,54,363 equity shares have partially exercised their 31,396 votes in favour and 4,22,967 votes in against on the resolution. There are total 695 shareholders who have voted on the resolution, however 3 (three) shareholders have voted "for" and "against" both and therefore, the total number of members voted has been increased by three (3) shareholders and appearing as 698 in the above result.



CHANDRASEKARAN ASSOCIATES

Continuation.....

14. Based on the aforesaid results, the resolution as mentioned above shall be deemed to have been passed with requisite majority, on December 22, 2022, being the last date of remote e-voting for the members of the Company. Therefore, the Chairman or any other person authorised by him may accordingly declare the result of the above said Postal Ballot.

Thanking You,

Yours faithfully,

Chandrasekaran Associates
Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 1428/2021

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by TIWARI
SHASHIKA SHASHIKANT
NT Date: 2022.12.23
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Shashikant Tiwari
Partner
Membership No.: F11919
Certificate of Practice No.: 13050
UDIN: F011919D002785536

Place: Delhi
Date: 23.12.2022



Countersigned by:
For and on behalf of
Kajaria Ceramics Limited
Chairman ~~or Director/Company Secretary~~
authorised by him

Date of declaration of Postal Ballot Results	Friday, December 23, 2022
Total number of shareholders on record date (i.e. November 11, 2022)	79158
No. of shareholders present in the meeting either in person or through proxy Promoters and Promoter Group Public	Not applicable
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not applicable
No. of shareholders participated in Postal Ballot	695 (through e-voting)

Details of Agenda:

Resolution	To consider and approve revised limits of advancing loan(s) to subsidiary(ies) of the Company under Section 185 of Companies Act, 2013
Resolution required (Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75625231	75625231	100.00	75625231	0	100.00	0.00
	Poll		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		75625231	100.00	75625231	0	100.00	0.00
Public-Institutions	E-Voting	65546994	59213999	90.34	41155784	18058215	69.50	30.50
	Poll		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		59213999	90.34	41155784	18058215	69.50	30.50
Public-Non Institutions	E-Voting	18060325	1405865	07.78	1301648	104217	92.59	07.41
	Poll		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		1405865	07.78	1301648	104217	92.59	07.41
Total		159232550	136245095	85.56	118082663	18162432	86.67	13.33