

June 27, 2025

**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 May 27, 2025 titled 'Notice of Postal Ballot, we wish to inform you that based on the Postal Ballot through e-voting from the Members of the Company and as per the Scrutinizer's Report dated June 27, 2025 (enclosed as Annexure-A), the Special Resolution set out in the Notice of Postal Ballot dated May 6, 2025, has been declared as passed with the requisite majority. A summary of the votes received on the Special Resolution is given below:

<b>PARTICULARS</b>	<b>VOTING DETAILS</b>
<b>Item of Notice of Postal Ballot dated May 6, 2025</b>	To consider and approve appointment of Mrs. Ambika Sharma (DIN: 08201798) as an Independent Director of the Company
<b>Type of Resolution</b>	Special Resolution
<b>Total voting</b>	13,48,12,021
<b>Less: Invalid voting</b>	0
<b>Valid voting</b>	13,48,12,021
<b>Votes in favour of the Resolution</b>	13,38,47,622
<b>Votes against the Resolution</b>	9,64,399
<b>Percentage of Votes in favour of Resolution</b>	99.28%

We enclose herewith the followings:

1. Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as Annexure-B.
2. Voting results in the format prescribed under Regulation 44 of the Listing Regulations as Annexure-C.

Kindly take the above on record.

Thanking you,

For Kajaria Ceramics Limited

Ram Chandra 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 read with Section 108 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 May 6, 2025, through Postal Ballot by way of e-voting. As per the Scrutinizer's Report dated June 27, 2025, the results of Postal Ballot are as under:

<b>PARTICULARS</b>	<b>VOTING DETAILS</b>
<b>Item of Notice of Postal Ballot dated May 6, 2025</b>	To consider and approve appointment of Mrs. Ambika Sharma (DIN: 08201798) as an Independent Director of the Company
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<b>Percentage of Votes in favour of Resolution</b>	99.28%

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: June 27, 2025

**Kajaria Ceramics Limited**

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**Regd Office:** SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon-122001, Haryana, **Ph.:** +91-124-4081281  
**CIN No.:** L26924HR1985PLC056150, **E-mail:** info@kajariaceramics.com | **Web.:** www.kajariaceramics.com

### SCRUTINIZER'S REPORT

To,  
**The Chairperson,**  
**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 process conducted in terms of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the Resolution contained in the Notice dated May 6, 2025.**

Dear Sir,

I, Shashikant Tiwari, Partner, M/s Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-1, New Delhi-110091, was appointed as Scrutinizer by the Board of Directors of **Kajaria Ceramics Limited** (hereinafter referred to as "**the Company**") for scrutinizing the Postal Ballot process by way of voting by electronic means in respect of passing of the Resolution contained in the Notice dated May 6, 2025 ("Postal Ballot Notice") in a fair and transparent manner.

**I submit my report as under:**

1. The management of the Company is responsible for ensuring the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder including General Circular Nos. 14/2020 dated April 08, 2020, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 respectively as well as subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing regulations**"), circulars issued by the Securities and Exchange Board of India including Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended from time to time (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.
2. My responsibility as the Scrutinizer is restricted to preparing a scrutinizers' report of the votes cast by the members for the Resolution contained in the Postal Ballot Notice, based on the data downloaded from website of National Securities Depository Limited ("**NSDL**"), i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com), authorized agency engaged by the Company to provide the electronic voting facility till the time fixed for closing of the voting process i.e. on or before 5:00 p.m. (IST) on Thursday, June 26, 2025.
3. The Members of the Company as on the "**cut-off date**" i.e Friday, May 23, 2025, 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 Postal Ballot Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the Postal Ballot.

SHASHIKA  
 NT TIWARI

Digitally signed by  
 SHASHIKANT TIWARI  
 Date: 2025.06.27  
 12:37:41 +05'30'

4. The E-voting period remained open from 9:00 a.m. (IST) on Wednesday, May 28, 2025, till 5:00 p.m. (IST) on Thursday, June 26, 2025 (both days inclusive), on the designated website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

5. The Company completed the electronic dispatch of Postal Ballot Notice along with Explanatory Statement on Tuesday, May 27, 2025 to its members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the record date i.e. Friday, May 23, 2025 received from Depositories i.e. National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL"), Registrars and Share Transfer Agent of the Company ("RTA") and whose e-mail id's were registered with the Company and Depositories. Pursuant to MCA Circulars, the Company dispatched the Postal Ballot Notice through e-mails only to those members whose e-mail IDs were registered with the Company and Depositories.

Additionally, the Company had also given an option in the Postal Ballot Notice, which was uploaded on the website of the Company ([www.kajariaceramics.com](http://www.kajariaceramics.com)), National Securities Depository Limited ("NSDL") ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Ltd. ([www.nseindia.com](http://www.nseindia.com)) to the members to register their e-mail id's with the Company and/ or their depository participants.

6. In view of relaxation given by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, physical ballots were not dispatched, and accordingly, voting was done through electronic mode only.

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 in "Financial Express" (English) and "Jansatta" (Hindi) on May 28, 2025 informing about the completion of dispatch of Postal Ballot Notice to the Members, who have registered their e-mail ids with the Company/depositories/ Registrar and Transfer Agent along with other related matters mentioned therein.

8. I have monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL through its designated website.

9. After completion of electronic voting process, votes cast by the Members, were unblocked on Thursday, June 26, 2025 at 5:19 P.M. in the presence of two witnesses, i.e. Mr. Mohit Varshney R/o Siddharth Vihar-201009 and Ms. Saumya Singh R/o Mayur Vihar, Phase-I, Delhi-110091 who are not in the employment of the Company as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014.

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 cast by the members through electronic voting were reconciled with the records maintained by the RTA of the Company and authorizations, if any lodged with the Company.

12. This report is based on votes cast through electronic voting, which was downloaded from the e-voting website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

13. After ascertaining the votes cast through electronic voting, I hereby submit the result as under:

Digitally signed  
SHASHIKA  
by SHASHIKANT  
TIWARI  
NT TIWARI  
Date: 2025.06.27  
12:37:55 +05'30'

**To consider and approve appointment of Mrs. Ambika Sharma (DIN: 08201798) as an Independent Director of the Company. (Special Resolution)**

	Particulars	Remote E-VOTING	
		Number of member (s) voted	Votes held by them
	Number of Members & Shares held by them	689	135598850
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/ Less voted	10*	786829
	<b>No. of Valid Votes Cast</b>	<b>689*</b>	<b>134812021</b>

\*Note: 10 (Ten) members holding 1573658 equity shares have partially exercised the votes for 752594 in favour and for 34235 equity shares in against and not exercised vote for 786829 equity shares of the resolution and such members are counted twice for the purpose of result.

Particulars	Remote E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	640	133847622	99.28
Against	49	964399	0.72
<b>Total</b>	<b>689</b>	<b>134812021</b>	<b>100.00</b>

14. Based on the aforesaid results, resolution as mentioned above, is deemed to have been passed with requisite majority on Thursday, June 26, 2025, being the last date of E-voting for the Members of the Company. Therefore, the Chairman or any other person as may be authorized by the Chairman in writing may declare the result thereof.

SHASHIKA  
NT TIWARI  
Digitally signed  
by SHASHIKANT  
TIWARI  
Date: 2025.06.27  
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15. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.


Thanking You,

Yours faithfully,

For Chandrasekaran Associates  
Company Secretaries  
FRN: P1988DE002500  
Peer Review Certificate No.: 6689/2025

**SHASHIKA** Digitally signed by  
SHASHIKANT TIWARI  
**NT TIWARI** Date: 2025.06.27  
12:37:16 +05'30'  
Shashikant Tiwari  
Partner  
Membership No.: F11919  
Certificate of Practice No.: 13050  
UDIN: **F011919G000669290**

Place: Delhi  
Date: 27.06.2025

  
Countersigned by:  
For and on behalf of  
**Kajaria Ceramics Limited**

~~Chairman or person authorized by him.~~

**Details of appointment of Mrs. Ambika Sharma as an Independent Director of the Company**

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, <del>re-appointment, resignation, removal, death or otherwise</del>	The Members of the Company, through the postal ballot, have approved appointment of Mrs. Ambika Sharma as an Independent Director of the Company for a period of five consecutive years effective from March 30, 2025 upto March 29, 2030.
2.	Date of appointment/ <del>re-appointment/cessation</del> (as applicable) & term of appointment/ <del>re-appointment</del>	With effect from March 30, 2025 upto March 29, 2030.  Mrs. Ambika Sharma will not be liable to retire to rotation.
3.	Brief profile (in case of appointment)	Mrs. Ambika Sharma is a holder of Bachelor's degree in Economics and Master's degree in Business Economics from the Delhi University and graduated summa cum laude with a gold medal.  With 37 years of diverse experience, she was the first lady Director General - International at the Federation of Indian Chambers of Commerce and Industry (FICCI). She went on to lead the U.S. Chamber's U.S.-India Business Council (USIBC) as Managing Director, India. She joined USIBC in 2018, making it one of the most sought-after names as a policy advocacy organization in U.S.-India business relations. She has now moved into a strategic role as Advisor to USISPF. She also served as the Member of Executive Council of Bureau of Indian Standards (BIS) to represent industry and support BIS in the activities of standardization, marking and quality certification of goods and related matters.  She is, currently, serving as the Independent Women Director on the Boards of various companies.
4.	Disclosure of relationships between Directors (in case of appointment of a director)	Mrs. Ambika Sharma is not related to any Director of the Company.

As per the circular of the BSE Limited and the National Stock Exchange of India Limited relating to the 'Enforcement of SEBI Orders regarding appointment of Directors by the listed companies' dated June 20, 2018, Mrs. Ambika Sharma is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority.

**Kajaria Ceramics Limited**

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**CIN No.:** L26924HR1985PLC056150, **E-mail:** info@kajariaceramics.com | **Web.:** www.kajariaceramics.com

General information about company	
Scrip code	500233
NSE Symbol	KAJARIACER
MSEI Symbol	NOTLISTED
ISIN	INE217B01036
Name of the company	KAJARIA CERAMICS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-06-2025
Start time of the meeting	
End time of the meeting	



**Scrutinizer Details**

Name of the Scrutinizer	MR. SHASHIKANT TIWARI
Firms Name	CHANDRASEKARAN ASSOCIATES
Qualification	CS
Membership Number	F11919
Date of Board Meeting in which appointed	06-05-2025
Date of Issuance of Report to the company	27-06-2025

Voting results	
Record date	23-05-2025
Total number of shareholders on record date	97586
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>1</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve appointment of Mrs. Ambika Sharma (DIN: 08201798) as an Independent Director of the Company				
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	100.0000	75625231	0	100.0000	0.0000
	Poll	75625231	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	75625231	75625231	100.0000	75625231	0	100.0000	0.0000
Public-Institutions	E-Voting		59070067	90.0780	58106691	963376	98.3691	1.6309
	Poll	65576565	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	65576565	59070067	90.0780	58106691	963376	98.3691	1.6309
Public- Non Institutions	E-Voting		116723	0.6459	115700	1023	99.1236	0.8764
	Poll	18070494	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	18070494	116723	0.6459	115700	1023	99.1236	0.8764
Total		159272290	134812021	84.6425	133847622	964399	99.2846	0.7154
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	