

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF KAJARIA CERAMICS LIMITED AT THEIR MEETING HELD ON APRIL 30, 2026 AT THE CORPORATE OFFICE AT J-1/B-1 (EXTN.), MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, MATHURA ROAD, NEW DELHI - 110044

TO CONSIDER AND IF DEEM FIT, TO APPROVE THE PROPOSAL FOR BUYBACK OF THE EQUITY SHARES OF THE COMPANY, SUBJECT TO OBTAINING ALL NECESSARY STATUTORY AND REGULATORY APPROVALS AND TO AUTHORISE ALL ACTIONS, MATTERS RELATED/INCIDENTAL THERETO

“RESOLVED THAT pursuant to Article 4 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**) read with, rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the **“Share Capital Rules”**), the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**“SEBI Buyback Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (**“SEBI”**), concerned Registrar of Companies (**“RoC”**), BSE Limited (**“BSE”**), National Stock Exchange of India Limited (**“NSE”**) and/or other authorities, institutions or bodies (together with SEBI, BSE and NSE referred to as the **“Appropriate Authorities”**), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed and subject to the approval by the shareholders by way of a special resolution through postal ballot, the Board of Directors of the Company (**“Board”**, which term shall be deemed to include any committee of the Board and/or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution (**“Buyback Committee”**) hereby consent and approve the Buyback by the Company of its fully paid-up equity shares having a face value of Re.1/- (Indian Rupee One only) each (**“Equity Shares”**), not exceeding 21.50 Lacs (Twenty-One Lacs Fifty Thousand only) Equity Shares, representing 1.35% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as of March 31, 2026 and as of the existing share capital of the Company, at a price of Rs. 1380 (Rupees One Thousand Three Hundred Eighty only) per Equity Share (**“Buyback Offer Price”**), subject to any increase to the maximum Buyback Offer Price and decrease in the number of Equity Shares proposed to be bought back, till 1 (one) working day prior to the Record Date, such that there is no change in the aggregate size of the Buyback as may be approved by the Board, payable in cash for an aggregate amount not exceeding Rs. 296.70 crores (Rupees Two Hundred Ninety Six Crores and Seventy Lacs only) (**“Buyback Offer Size”**), {excluding tax payable under Income Tax Act, 2025 and any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as tax on Buyback, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, stock exchange charges, advisors/legal fees, printing and dispatch expenses, if any, public announcement publication expenses and other incidental and related expenses and charges (**“Transaction Costs”**)}, which represents 10.27% and 9.87% of the aggregate of the Company’s paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2026, respectively, whichever sets out a lower amount (which is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2026, whichever sets out a lower amount, as per the provisions of the Companies Act and the SEBI Buyback Regulations), from the shareholders/beneficial owners of the Equity Shares of the Company (except any shareholders/beneficial owners who may be specifically

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prohibited under the applicable laws by Appropriate Authorities and the Promoter and members of Promoter group (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and to be referred as “Promoters”) {hereinafter referred to as the (“Eligible Shareholders”)}, as on a record date to be subsequently decided by the Board (“Record Date”), through the “Tender Offer” route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the ‘Buyback’) and that the Promoter and members of Promoter group have expressed their intention not to participate in the above said Buyback.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders as on Record Date, on a proportionate basis, provided that 15% of the number of Equity Shares which the Company proposes to Buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations, whichever is higher, shall be reserved for the small shareholders (“Small Shareholders”) in accordance the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” as notified by the SEBI, vide SEBI’s circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI’s circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI’s circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force (“SEBI Circulars”) or such other circulars or notifications, as may be applicable and the Company shall approach the BSE Limited, as may be required, for facilitating the same.

RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders as on Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT as required under the provisions of Section 68(6) of the Companies Act read with Regulation 8(i)(b) of the SEBI Buyback Regulations, the draft of the affidavit for declaration of solvency prepared in the prescribed form along with supporting documents, placed before the meeting be and is hereby approved and that Mr. Chetan Kajaria, Vice Chairman and Mr. Rishi Kajaria, Managing Director of the Company be and are hereby, jointly, authorized to sign the same, for and on behalf of the Board and file the same with RoC and/or SEBI and/or other concerned authorities, as may be necessary, in accordance with the applicable laws.

RESOLVED FURTHER THAT Mr. Rupesh Agarwal, Managing Partner, failing him Mr. Shashikant Tiwari, Partner, failing him, Mr. Mohit Varshney, Partner of M/s Chandrasekaran Associates, Company Secretaries be and is hereby appointed as the Scrutinizer for the Postal Ballot for obtaining the approval of shareholders by way of special resolution, in accordance with the Companies Act and other applicable laws.

RESOLVED FURTHER THAT National Securities Depository Limited (‘NSDL’) be and is hereby appointed as an agency to provide electronic voting platform in connection with the resolution proposed for approval of the shareholders by way of special resolution through by Postal Ballot (“Postal Ballot”).

RESOLVED FURTHER THAT Mr. Ashok Kumar Kajaria, Chairman, Mr. Chetan Kajaria, Vice Chairman, Mr. Rishi Kajaria, Managing Director, Mr. Sanjeev Agarwal, Chief Financial Officer and Mr. Vinit Kumar, General Counsel & Company Secretary of the Company be and are hereby, severally, authorised to sign and submit documents as may be required by NSDL and to take necessary actions for giving effect to the resolution.

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RESOLVED FURTHER THAT the draft Notice of Postal Ballot (“**Postal Ballot Notice**”) to transact the business (including cut-off date for reckoning voting rights and ascertaining those shareholders to whom the Postal Ballot Notice are to be sent, etc.) as stated in the draft Notice of Postal Ballot, as placed before the Board, be and is hereby considered and approved.

RESOLVED FURTHER THAT Mr. Vinit Kumar, General Counsel & Company Secretary of the Company be and is hereby authorized to sign, issue the Postal Ballot Notice to the shareholders of the Company and other concerned persons and to conduct the Postal Ballot process, in compliance of the applicable laws (including modification(s) of the Postal Ballot Notice as deemed appropriate) for and on behalf of the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Ashok Kumar Kajaria, Chairman of the Company be and is hereby authorised to declare the results of voting of the Postal Ballot and to receive the Scrutiniser’s register, report on voting, etc. and to countersign the Scrutiniser’s report so received and that Mr. Ashok Kumar Kajaria, Chairman of the Company be and is hereby also authorised to delegate the above said authority to other person as he may deem fit.

RESOLVED FURTHER THAT the Company shall implement the Buyback out of its securities premium account, free reserves and/or such other sources as may be permitted by law, and the Buyback shall be made through Tender Offer in such manner as may be prescribed under the Companies Act and the Buyback Regulations, and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Buyback from Eligible Shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 2025 and rules framed there under, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the Company’s current balances of cash and cash equivalents, investments, and/or internal accruals of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT confirmation is hereby made by the Board that:

- (i) the letter of offer, the public announcement of the offer or any other advertisement, circular, brochure, publicity material shall contain true, factual and material information and shall not contain any misleading information and must state that the Directors of the Company accept the responsibility for the information contained in such documents;
- (ii) all Equity Shares of the Company are fully paid up;
- (iii) the Company shall not issue and allot any Equity Shares or other specified securities from the date of this resolution including by way of bonus issue till the expiry of the buyback period i.e. date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations, except in discharge of subsisting obligations through stock option scheme, provided that the relevant details and the potential impact of such subsisting obligations, if any, shall be disclosed in the public announcement;

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- (iv) the Company shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new equity shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as stock option scheme;
- (v) unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations;
- (vi) the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (vii) the number of Equity Shares proposed to be purchased in the financial year under the Buyback i.e. 21.50 Lacs (Twenty-One Lacs Fifty Thousand only) Equity Shares does not exceed 25% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as of March 31, 2026 and as of the existing share capital of the Company;
- (viii) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("**Scheme**") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (ix) the Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the buyback period i.e. date on which the payment of consideration to shareholders who have accepted the buyback offer is made;
- (x) the Company shall not withdraw the Buyback offer after the public announcement of the offer of the Buyback is made;
- (xi) the Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
- (xii) the Company shall not utilize any borrowed funds, whether secured or unsecured, of any form or nature, from banks or financial institutions for the purpose of buying back its Equity Shares tendered in the Buyback;
- (xiii) the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
- (xiv) the Company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act;
- (xv) the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;
- (xvi) there are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or

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interest payable thereon to any shareholder or financial institution or banking company, as the case may be;

- (xvii) the Company will not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- (xviii) the consideration for the Buyback shall be paid by the Company only in cash;
- (xix) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall be less than or equal to 2:1 of its paid-up capital and free reserves based audited standalone or consolidated financial statements of the Company, whichever is lower, as on March 31, 2026, as prescribed under the Companies Act and the SEBI Buyback Regulations;
- (xx) the Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- (xxi) the Buyback shall not result in delisting of the Equity Shares or other specified securities from National Stock Exchange of India Limited and BSE Limited ("**Stock Exchanges**").
- (xxii) the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- (xxiii) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoter and members of Promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoter and members of Promoter group) from the date of this resolution till the closing of the Buyback offer; and
- (xxiv) that the Company has not completed a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting.

RESOLVED FURTHER THAT as required by Clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the Buyback Regulations, the Board hereby confirms that it has made full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

- a. immediately following the date of this resolution, and the date on which the results of shareholders' resolution by way of Postal Ballot will be declared ("**Postal Ballot Resolution**"), there will be no grounds on which the Company can be found unable to pay its debts;
- b. as regards the Company's prospects for the year immediately following the date of this Board Meeting, and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board Meeting; and
- c. in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, or the Insolvency and Bankruptcy Code, 2016, as applicable.

RESOLVED FURTHER THAT the Buyback is being proposed in keeping with the Company's desire to (a) optimize returns to shareholders; and (b) enhance overall shareholders' value.

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RESOLVED FURTHER THAT the powers of the Board in respect of Buyback be and are hereby delegated to the committee comprising Mr. Chetan Kajaria, Vice Chairman, Mr. Rishi Kajaria, Managing Director, Mr. Sudhir Bhargava, Independent Director and Mr. Vinit Kumar, General Counsel & Company Secretary of the Company ("**Buyback Committee**").

RESOLVED FURTHER THAT the Buyback Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to:

- (i) finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, Record Date, entitlement ratio, the timeframe for completion of the Buyback;
- (ii) make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the Notice of Postal Ballot prior to its circulation, as it, in its absolute discretion deems fit;
- (iii) negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;
- (iv) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- (v) opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts;
- (vi) appointing and finalizing the terms of designated stock exchange, depository participants, compliance officer, advertising agency and such other intermediaries/agencies/persons including finalisation and payment of commission, brokerage, fee, charges etc. to merchant bankers, legal counsel, escrow agents, registrar and other agencies, etc. and enter into agreements/letters in respect thereof;
- (vii) preparing, approving, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including declaration of solvency, public announcement, letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;
- (viii) extinguishment of the Equity Shares bought back by the Company, and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/or Board, as required under applicable law;
- (ix) decide the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;
- (x) providing such confirmations and opinions as may be required in relation to the Buyback;
- (xi) creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- (xii) to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "*Mechanism for acquisition of shares through Stock Exchange pursuant to*

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Tender-Offers under Takeovers, Buy Back and Delisting" notified by the SEBI, vide SEBI's circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI's circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI's circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 including any further amendments thereof;

- (xiii) to sign the documents as may be necessary with regard to the Buyback and use of common seal of the Company wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;
- (xiv) making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
- (xv) settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
- (xvi) carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- (xvii) obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required under applicable laws;
- (xviii) giving any information, explanation, declaration and confirmation in relation to the public announcement, letter of offer, as may be required by the relevant authorities;
- (xix) to do all such acts, deeds, matters and things incidental and in connection with the Buyback and deliver such documents as may be necessary, desirable and expedient; and
- (xx) delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and may approve its resolution(s) including by way of circular resolution(s).

RESOLVED FURTHER THAT the BSE Limited be and is hereby appointed as the designated stock exchange for the purpose of the Buyback.

RESOLVED FURTHER THAT Mr. Vinit Kumar, General Counsel & Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback and MUFG Intime India Private Limited, the Registrar to the Buyback be and is hereby designated as the Investors Service Centre, as required under Regulation 24(iii) of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Board hereby takes on record the Engagement Letter dated April 30, 2026, setting out the terms as mutually agreed between the Company and Nuvama Wealth Management Limited, and the appointment of Nuvama Wealth Management Limited as the Merchant Banker or Manager to the Buyback in accordance with the Companies Act, as amended and SEBI Buyback Regulations, be and is hereby approved.

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RESOLVED FURTHER THAT the Board hereby takes on record the Engagement Letter dated April 30, 2026, setting out the terms as mutually agreed between the Company and Economic Laws Practice, and the appointment of Economic Laws Practice as the Legal Counsel in relation to the Buyback, be and is hereby approved.

RESOLVED FURTHER THAT Nuvama Wealth Management Limited be and is hereby also appointed as the Broker for the Buyback, to *inter-alia* carry out the activities as the Broker under the SEBI Buyback Regulations, on terms and conditions as may be mutually decided, and the consent of the Board be and is hereby accorded to open a Depository Account and a Trading Account with Nuvama Wealth Management Limited in connection with and for the purpose of the Buyback.

RESOLVED FURTHER THAT the Board hereby takes on record the report (i.e. Permissible Capital Payment Certificate) dated April 30, 2026 issued by M/s Walker Chandiook & Co LLP, Statutory Auditors of the Company, as required under clause (xi) of Schedule I of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT an escrow account be opened with HDFC Bank Limited (“**Escrow Agent**”) for the purpose of the Buyback and the Company shall in accordance with the provisions of the Buyback Regulations, as and by way of security, for the performance of its obligations under the Buyback Regulations, enter into an escrow arrangement and agreements with the Escrow Agent and the Manager to the Buyback and before the opening of the Buyback, deposit in the Escrow Account requisite amount in accordance with Regulation 9(xi) of the Buyback Regulations and the Manager to the Buyback be and is hereby authorized to operate the Escrow Account in accordance with the Buyback Regulations.

RESOLVED FURTHER THAT Nuvama Wealth Management Limited is authorized to operate the Escrow Account and instruct the Escrow Agent to make the payment of the amount lying to the credit of the Escrow Account in accordance with the Buyback Regulations and/or the directions of SEBI.

RESOLVED FURTHER THAT in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the monies deposited in the escrow account in full or in part shall be forfeited and distributed pro-rata amongst the shareholders who accepted the offer and balance if any shall be utilized for investor protection in accordance with Buyback Regulations.

RESOLVED FURTHER THAT Mr. Sanjeev Agarwal, Chief Financial Officer and Mr. Parveen Gupta, VP (Finance) of the Company be and are severally authorized to execute/perform the acts, deeds, documents, letters and things in the name and on behalf of the Company, as may be required, to execute the escrow agreement and deposit therein the escrow amount as required under the Buyback Regulations.

RESOLVED FURTHER THAT no information/material likely to have a bearing on the decision of the shareholders has been/shall be suppressed/withheld and/or incorporated in the manner that would amount to mis-statement/misrepresentation and in the event of it transpiring at any point of time that any information/material has been suppressed/withheld and/or amounts to mis-statement/misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buyback any equity shares of the Company, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back,

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date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that Mr. Vinit Kumar, General Counsel & Company Secretary of the Company be and is hereby authorized to authenticate the entries made in the said register.

RESOLVED FURTHER THAT the particulars of the Equity Share certificates extinguished shall be furnished by the Company to the stock exchanges within seven working days of such extinguishment and the dematerialised Equity Shares shall be extinguished in the manner as specified under the Buyback Regulations and the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Mr. Vinit Kumar, General Counsel & Company Secretary of the Company be and is hereby authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT Mr. Vinit Kumar, General Counsel & Company Secretary of the Company be and is hereby authorized to send the necessary intimations to Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations.

RESOLVED FURTHER THAT any actions taken so far in connection with the Buyback by the Official(s) of the Company be and are hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT any of the Directors and/or the Chief Financial Officer and/or the Company Secretary of the Company, for the time being, be and are hereby, severally, authorized to file necessary forms with the Registrar of Companies including to sign/execute engagement letter(s), agreements(s), document(s), etc. & to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolution.”

For Kajaria Ceramics Limited
Sd/-
Vinit Kumar
General Counsel & Company Secretary