

# KAJARIA CERAMICS LIMITED

[CIN: L26924HR1985PLC056150]

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

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

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

## **NOTICE OF POSTAL BALLOT**

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**') read with the Companies (Management and Administration) Rules, 2014 ('**Rules**'), as amended from time to time and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India and other applicable laws and Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, and latest one being Circular No. 03/2025 dated September 22, 2025 and any other circular as issued by the Ministry of Corporate Affairs ('**MCA**') [hereinafter collectively referred to as the '**MCA Circulars**'], Kajaria Ceramics Limited ('**Company**') is seeking approval of its Members ('**Shareholders**') for the matter as set out in the resolution(s) appended below, through Postal Ballot by voting through electronic means ('**remote e-voting**' or '**e-voting**').

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

The Board of Directors of the Company ('**Board**') have appointed Mr. Rupesh Agarwal, (Membership No.: ACS 16302, CP No.: 5673), Managing Partner or failing him Mr. Shashikant Tiwari (Membership No.: FCS 11919, CP No.: 13050), Partner or failing him Mr. Mohit Varshney (Membership No.: ACS 60762, CP No.: 27501), Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries having its office situated at 11-F, Pocket-IV, Mayur Vihar, Phase I, Delhi - 110091 as Scrutinizer for scrutinizing the vote(s) cast through remote e-voting on the resolution(s) proposed in this Notice, in accordance with law and in a fair and transparent manner.

In compliance with the provisions of Section 110 read with Section 108 of the Act including Rules, the Listing Regulations and/or other applicable laws/regulations (including any statutory modification or re-enactment thereof for the time being in force), the Company is pleased to provide a facility to its Members to exercise their rights to vote on the resolution(s) proposed in this Notice by electronic means i.e. through remote e-voting services provided by National Securities Depository Limited ('**NSDL**').

The remote e-voting will commence at **9:00 a.m. (IST) on Wednesday, February 11, 2026** and will end at **5:00 p.m. (IST) on Thursday, March 12, 2026**. The remote e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Members, the Members will not be allowed to change it subsequently.

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

The results of voting will be announced on/before the close of working hours on Friday, March 13, 2026 at the Corporate Office of the Company. The results along with the Scrutinizer's Report shall be displayed at the Registered Office and the Corporate Office of the Company. The results shall be communicated to the Stock Exchanges and the same along with the Scrutinizer's Report shall also be displayed on the Company's website www.kajariaceramics.com as well as on NSDL's website www.evoting.nsdl.com

### **PROPOSED RESOLUTION(S):**

#### **1. TO CONSIDER AND APPROVE APPOINTMENT OF MR. HITESH SOHANLAL JAIN (DIN: 00130023) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions, if any, of the Act, including any amendment(s), modification(s) or re-enactment(s) for the time being in force and in terms of Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and on the recommendation of the Nomination and Remuneration Committee, Mr. Hitesh Sohanlal Jain (DIN: 00130023), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors ('**Board**') of the Company with effect from December 19, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions, if any, of the Act as amended from time to time read with Regulations 17, 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable provisions, if any, of the Listing Regulations [including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force], the Nomination and Remuneration Policy of the Company, the Articles of Association of the Company and on the basis of approval(s) and recommendation(s) of the Nomination and Remuneration Committee and the Board of the Company, Mr. Hitesh Sohanlal Jain (DIN: 00130023), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment under the Act read with the Rules made thereunder and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a period of five consecutive years effective from December 19, 2025 upto December 18, 2030.

**RESOLVED FURTHER THAT** the Board of the Company (including any committee of Board of the Company) be and is hereby authorised to do all such things, deeds, matters and acts, as may be required to give effect to this resolution."

**2. TO CONSIDER AND APPROVE APPOINTMENT OF MR. PRADEEP UDHAS (DIN: 02207112) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions, if any, of the Act, including any amendment(s), modification(s) or re-enactment(s) for the time being in force and in terms of Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and on the recommendation of the Nomination and Remuneration Committee, Mr. Pradeep Udhas (DIN: 02207112), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors ('Board') of the Company with effect from December 19, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions, if any, of the Act as amended from time to time read with Regulations 17, 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable provisions, if any, of the Listing Regulations [including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force], the Nomination and Remuneration Policy of the Company, the Articles of Association of the Company and on the basis of approval(s) and recommendation(s) of the Nomination and Remuneration Committee and the Board of the Company, Mr. Pradeep Udhas (DIN: 02207112), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment under the Act read with the Rules made thereunder and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a period of five consecutive years effective from December 19, 2025 upto December 18, 2030.

**RESOLVED FURTHER THAT** the Board of the Company (including any committee of Board of the Company) be and is hereby authorised to do all such things, deeds, matters and acts, as may be required to give effect to this resolution."

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

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

Place: New Delhi

Date: January 30, 2026

**Notes:**

1. The Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') and Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), in respect of the proposed Special Resolution(s) to be transacted through the Postal Ballot is annexed and forms part of this Notice.
2. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.

3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited ('**CDSL**') and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given in this Notice. Further, the Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, February 6, 2026**, being the '**Cut-off Date**', are entitled to vote on the resolution(s) set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
4. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member(s) as on the Cut-off Date i.e. Friday, February 6, 2026.
5. The Notice is available at the Company's website i.e. [www.kajariaceramics.com](http://www.kajariaceramics.com), the Stock Exchanges' websites i.e. [www.nseindia.com](http://www.nseindia.com) / [www.bseindia.com](http://www.bseindia.com) and NSDL's website i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
6. *To support the 'Green Initiative', the Members of the Company who are yet to register/update their e-mail address with the Company/Depositories are once again requested to register/update the same for receiving the Notices, Annual Reports and other documents/ communications through electronic mode.*
7. Pursuant to the SEBI's Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 read with the SEBI's Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, a Member who holds shares in physical mode needs to update his/her KYC details (including PAN/contact details/bank details, etc.) with the Company as the payment of dividend is being made through electronic mode only. Thus, the Member who holds shares of the Company in physical mode, is requested to get updated their KYC details including the bank account details, etc. with the Company/the Company's Registrar and Share Transfer Agent - MCS Share Transfer Agent Limited at 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-1, New Delhi -110020 ('**RTA**').
8. The Company is pleased to provide electronic voting facility ('**remote e-voting**' or '**e-voting**') to all the Members of the Company to cast their votes electronically and the business(es) stated in the Notice of Postal Ballot will be transacted through e-voting. For this purpose, necessary arrangements have been made with NSDL to facilitate e-voting process.
9. The instruction for e-voting are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are as mentioned below:

Step 1: Access to NSDL e-voting System:

A. Login method for e-voting for the shareholders holding shares in demat mode:

In terms of the SEBI's Circular dated December 9, 2020 on e-voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility. Login method for Individual shareholder holding shares in demat mode is given below:

Type of shareholders	Login Method
Shareholders holding shares in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP-ID, 8-digit Client ID, PAN No., Verification Code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL site wherein you can see e-voting page. Click on the Company's name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li>2. Existing IDeAS user can visit the e-Services website of NSDL, Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on the Company's name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol>

	<ol style="list-style-type: none"> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select 'Register Online for IDeAS Portal' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Please visit the e-voting website of NSDL and open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL site wherein you can see e-voting page. Click on the Company's name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li>5. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility through App Store / Google Play for seamless voting experience.</li> </ol>
Shareholders holding shares in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest, they can login through their user ID and password. An option will be made available to access e-voting page without any further authentication. The Users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click login icon &amp; New System Myeasi Tab and then use your existing Easi username &amp; password.</li> <li>2. After successful login the Easi/Easiest the user will also be able to see the e-voting option for eligible companies where e-voting is in progress as per information provided by the company. On clicking the e-voting option, the user will be able to access e-voting page of e-voting service provider for casting your vote during the e-voting period. Additionally, there is also links provided to access the system of all e-voting service providers, so that user can visit the e-voting service provider's website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; new system Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where e-voting is in progress and also able to directly access the system of all e-voting service provider.</li> </ol>
Shareholders (holding shares in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-voting feature. Click on the Company's name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

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

Login type	Helpdesk details
Shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000
Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 0911

B. Login method for the shareholders other than the shareholders holding shares in demat mode (i.e. shareholders holding shares in physical mode):

- (i) Please visit at the e-voting website of NSDL. Open the web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- (ii) Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders/Members' section.
- (iii) A new screen will open. Please enter User ID, password and Verification code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- (iv) User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in Demat account with NSDL	8 character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12*****, then User ID is IN300***12*****
For Members who hold shares in Demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12*****, then User ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456, the User ID is 101456001***

- (v) Password details are given below:

- (a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which is communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. The password to open the .pdf file is your 8 digits Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.

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

- Click on 'Forgot User Details/Password?', option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (if your demat account is with NSDL/CDSL)
- Click on 'Physical User Reset password?', option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (if you are holding shares in physical form)
- If you are still unable to retrieve your password through above said options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com), mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

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

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



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

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

General Guidelines for e-voting:

- i. Institutional shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) or [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter; etc. by clicking on 'Upload Board Resolution / Authority Letter' displayed under 'e-voting' tab in their login.
  - ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to enter the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
10. Process for those shareholders whose e-mail IDs are not registered with the Company/Depositories for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolution(s) set out in this Notice:
- i. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) by email to [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com)
  - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digits DP-ID + CL-ID or 16 digits Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) by email to [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com). If you are an individual shareholder holding shares in demat mode, you are requested to refer to the login method explained at Note No. 9(1)(A) above i.e. Login method by e-voting for the shareholders holding shares in demat mode.
  - iii. Alternatively, a shareholder may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
11. The voting period will commence at 9:00 a.m. (IST) on Wednesday, February 11, 2026 and will end at 5:00 p.m. (IST) on Thursday, March 12, 2026. No voting shall be allowed beyond 5:00 p.m. (IST) on Thursday, March 12, 2026. The e-voting module shall be disabled by NSDL for voting thereafter.
12. In case of any queries connected with voting by electronic means ('e-voting'), you may refer the Frequently Asked Questions ('FAQs') for Members and the e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Ms. Pallavi Mhatre, Asst. Vice President, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400051 through email at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on 022-48867000 or may contact Mr. Ram Chandra Rawat, COO (A&T) & Company Secretary of the Company, through email at [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com) or on telephone at +91-11-26946409.
13. The Special Resolution(s) will be taken as passed effectively on the last date of e-voting on Thursday, March 12, 2026, if the results of the Postal Ballot indicate that the requisite majority of the Members of the Company have assented to the Special Resolution(s).
14. The Special Resolution(s) passed by the Members of the Company through the Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members of the Company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 17(11) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Item No. 1:**

Pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ('Act') and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Articles of Association and the Nomination and Remuneration Policy of the Company, the Board of Directors ('Board') of the Company, on recommendation of the Nomination and Remuneration Committee ('NR Committee') and subject to approval of the Members of the Company, appointed Mr. Hitesh Sohanlal Jain (DIN: 00130023) as an Additional Director in the capacity of Non-executive Independent Director of the Company for a period of five consecutive years effective from December 19, 2025 upto December 18, 2030 and who will not be liable to retire by rotation.

In terms of Sections 149, 152 read with Schedule IV of the Act including the Rules made thereunder and the Listing Regulations, on recommendation of the NR Committee and subject to approval of the Members of the Company, the Board of the Company has approved the appointment of Mr. Hitesh Sohanlal Jain as an Independent Director of the Company for the above said period.

In the opinion of the Board of the Company, Mr. Hitesh Sohanlal Jain fulfils the conditions specified in the Act and rules made thereunder read with the Listing Regulations for his appointment as the Independent Director of the Company and he is independent of the management. The Board of the Company considers that association of Mr. Hitesh Sohanlal Jain would be of immense benefit to the Company and accordingly, it is desirable to avail his services as the Independent Director of the Company.

Mr. Hitesh Sohanlal Jain possesses requisite skills, experience and competencies identified by the NR Committee and the Board of the Company and as required for the role of an Independent Director of the Company. He has experience/expertise in the areas of Legal, Finance & Financial Management, Risk Management, Technology and Administration and possesses appropriate skills, expertise and competencies required at the Board.

The Company has received notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Hitesh Sohanlal Jain for the office of a Director of the Company. He is not disqualified from being appointed as the Director in terms of Section 164 of the Act and the Company has also received declaration from Mr. Hitesh Sohanlal Jain that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and his consent to act as the Director.

The Company has also received confirmation from Mr. Hitesh Sohanlal Jain that he meets the conditions as prescribed under the Listing Regulations and the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The terms & conditions of appointment of Mr. Hitesh Sohanlal Jain will be available, electronically, for the inspection by Members of the Company. Members seeking to inspect the same can send an email to [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com). The said terms & conditions are also available at the Company's website [www.kajariaceramics.com](http://www.kajariaceramics.com).

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in Annexure-A of the Notice.

Mr. Hitesh Sohanlal Jain is not debarred from holding the office of the director by virtue of any order passed by the SEBI or any other such authority pursuant to BSE's Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE's Circular NSE/CML/2018/24 dated June 20, 2018.

Accordingly, the Board recommends the Special Resolution in relation to the appointment of Mr. Hitesh Sohanlal Jain as the Independent Director of the Company for approval of the Members of the Company.

Mr. Hitesh Sohanlal Jain may be deemed to be concerned or interested in this resolution with respect to his appointment. None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Special Resolution set out in Item No. 1 of this Notice of Postal Ballot, except to the extent of their shareholding, if any, in the Company.

**Item No. 2:**

Pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ('Act') and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Articles of Association and the Nomination and Remuneration Policy of the Company, the Board of Directors ('Board') of the Company, on recommendation of the Nomination and Remuneration

Committee ('NR Committee') and subject to approval of the Members of the Company, appointed Mr. Pradeep Udhas (DIN: 02207112) as an Additional Director in the capacity of Non-executive Independent Director of the Company for a period of five consecutive years effective from December 19, 2025 upto December 18, 2030 and who will not be liable to retire by rotation.

In terms of Sections 149, 152 read with Schedule IV of the Act including the Rules made thereunder and the Listing Regulations, on recommendation of the NR Committee and subject to approval of the Members of the Company, the Board of the Company has approved the appointment of Mr. Pradeep Udhas as an Independent Director of the Company for the above said period.

In the opinion of the Board of the Company, Mr. Pradeep Udhas fulfils the conditions specified in the Act and rules made thereunder read with the Listing Regulations for his appointment as the Independent Director of the Company and he is independent of the management. The Board of the Company considers that association of Mr. Pradeep Udhas would be of immense benefit to the Company and accordingly, it is desirable to avail his services as the Independent Director of the Company.

Mr. Pradeep Udhas possesses requisite skills, experience and competencies identified by the NR Committee and the Board of the Company and as required for the role of an Independent Director of the Company. He has experience/expertise in the areas of Finance & Financial Management, Business Management, Accounts, Risk Management, Technology and Administration and possesses appropriate skills, expertise and competencies required at the Board.

The Company has received notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Pradeep Udhas for the office of a Director of the Company. He is not disqualified from being appointed as the Director in terms of Section 164 of the Act and the Company has also received declaration from Mr. Pradeep Udhas that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and his consent to act as the Director.

The Company has also received confirmation from Mr. Pradeep Udhas that he meets the conditions as prescribed under the Listing Regulations and the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The terms & conditions of appointment of Mr. Pradeep Udhas will be available, electronically, for the inspection by Members of the Company. Members seeking to inspect the same can send an email to [investors@kajariaceramics.com](mailto:investors@kajariaceramics.com). The said terms & conditions are also available at the Company's website [www.kajariaceramics.com](http://www.kajariaceramics.com).

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in Annexure-A of the Notice.

Mr. Pradeep Udhas is not debarred from holding the office of the director by virtue of any order passed by the SEBI or any other such authority pursuant to BSE's Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE's Circular NSE/CML/2018/24 dated June 20, 2018.

Accordingly, the Board recommends the Special Resolution in relation to the appointment of Mr. Pradeep Udhas as the Independent Director of the Company for approval of the Members of the Company.

Mr. Pradeep Udhas may be deemed to be concerned or interested in this resolution with respect to his appointment. None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Special Resolution set out in Item No. 2 of this Notice of Postal Ballot, except to the extent of their shareholding, if any, in the Company.

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

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

Place: New Delhi  
Date: January 30, 2026



**Information pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Director(s) proposed to be appointed:**

Name of Director	Mr. Hitesh Sohanlal Jain (DIN:00130023)	Mr. Pradeep Udhas (DIN:02207112)
Date of Birth	20/10/1973	13/10/1958
Date of first appointment on the Board of the Company	Subject to the approval of the Members of the Company, the Board has appointed Mr. Hitesh Sohanlal Jain as a Non-Executive Independent Director of the Company for a period of five consecutive years with effect from December 19, 2025.	Subject to the approval of the Members of the Company, the Board has appointed Mr. Pradeep Udhas as a Non-Executive Independent Director of the Company for a period of five consecutive years with effect from December 19, 2025.
Qualification	LL.B. from Symbiosis Law College, Pune and LL.M. from London School of Economics, United Kingdom	MBA in Management Information Systems from Union College, New York
Experience	<p>Mr. Hitesh Sohanlal Jain is a senior legal professional with over three decades of experience in commercial litigation, dispute resolution, regulatory advisory, and public policy. He is the Founding &amp; Managing Partner of Parinam Law Associates, a full-service law firm recognised for its expertise in complex commercial, financial, and cross-border matters. Over the years, he has represented leading corporates, institutions, and high-growth enterprises before the Supreme Court of India, various High Courts, tribunals, and regulatory authorities.</p> <p>Mr. Jain served as a Member of the 23rd Law Commission of India, where he contributed to research, consultations, and formulation of key policy recommendations on legal reform, judicial efficiency, and institutional governance. His work with the Commission reflects a deep engagement with the evolution of India's legal and regulatory architecture.</p> <p>He has served on the boards of prominent pharmaceutical companies, including Emcure Pharmaceuticals and Zuventus Healthcare, providing oversight on governance, compliance, risk management, and sector-specific regulatory frameworks.</p> <p>Beyond the legal and corporate sphere, Mr. Jain is actively involved in institution-building and social initiatives. He is a Founder-Member of Laqshya, an NGO dedicated to identifying and supporting sports athletes, and the Founder &amp; Director of Blukraft Digital Foundation, which works on digital literacy, public engagement, and awareness programmes in the technology and policy space.</p> <p>A regular commentator on law and governance, Mr. Jain has authored numerous opinion pieces in Indian Express, Economic Times, Times of India, India Today, Firstpost, and other national publications, writing extensively on legal reforms, judicial processes, constitutional issues, and contemporary policy debates.</p>	<p>Mr. Pradeep Udhas was Senior Advisor to KPMG India Chairman and CEO. Earlier, he was a Senior Partner and Managing Partner West at KPMG India, which he co-founded 30 years ago. He has held various senior positions including Global roles in KPMG, incubated many new services, building up to multimillion dollar businesses.</p> <p>He has also been a founder of e2e Technologies, a US based Solution Architecture firm and has set up Greater Pacific Capital, a PE firm with focus on investing in India and China. His extensive background in global business, management consulting, technology, private equity and quality systems makes him uniquely qualified to pursue innovative global strategies.</p> <p>Presently, he is also the Independent Director of Indusind Bank Limited, Hinduja Global Solutions Limited, Finolex Industries Limited and Sharekhan Limited.</p>
Terms and conditions of appointment	As mentioned in explanatory statement of the Notice.	As mentioned in explanatory statement of the Notice.
Remuneration sought to be paid and last drawn	<p><u>Remuneration Sought:</u></p> <p>No remuneration will be payable except sitting fees for attending the Board and its Committee meetings.</p> <p><u>Remuneration last drawn as an Independent Director:</u></p> <p>Not Applicable</p>	<p><u>Remuneration Sought:</u></p> <p>No remuneration will be payable except sitting fees for attending the Board and its Committee meetings.</p> <p><u>Remuneration last drawn as an Independent Director:</u></p> <p>Not Applicable</p>
Shareholding in the Company	Nil	Nil

Relationship with other Directors and Key Managerial Personnel of the Company	He is not related to other Directors and Key Managerial Personnel of the Company	He is not related to other Directors and Key Managerial Personnel of the Company	
Number of Board Meetings attended during the financial year 2025-26	1 (One)	1 (One)	
Names of listed companies in which also holds the directorship and the membership of Committees of the Board of Directors ('Board')	Nil	Name of Listed Companies	Type of Directorship and Committee Position
		Finolex Industries Limited	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Member of Audit Committee</li> <li>- Member of Nomination and Remuneration Committee</li> <li>- Member of Stakeholders Relationship Committee</li> <li>- Member of Corporate Social Responsibility Committee</li> <li>- Member of Risk Management Committee</li> </ul>
		Hinduja Global Solutions Limited	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairperson of Audit Committee</li> <li>- Chairperson of Nomination and Remuneration Committee</li> <li>- Member of Risk Management &amp; ESG Committee</li> </ul>
		IndusInd Bank Limited	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Member of Audit Committee</li> <li>- Member of Committee of Directors</li> <li>- Member of IT Strategy Committee</li> <li>- Member of Review Committee- Wilful Defaulters</li> <li>- Chairperson of Vigilance Committee</li> </ul>
Names of listed companies from which resigned in the past three years	Nil	Nil	
Directorship held in other Public Limited Companies (other than listed companies)	Nil	Sharekhan Limited	
Directorship held in Private Limited Companies	Bluekraft Digital Foundation*	Nil	
Chairmanship / Membership of the Committee of the Board of the Company	Nil	Member of Audit Committee	
Chairmanship / Membership of the Committee of the Board of Public Limited Companies (other than listed companies)	Nil	Name of Public Companies	Committee Position
		Sharekhan Limited	<ul style="list-style-type: none"> <li>- Member of Audit Committee</li> <li>- Member of Nomination and Remuneration Committee</li> <li>- Member of IT Strategy Committee</li> </ul>

\* Non-profit organization as per Section 8 of the Companies Act, 2013.

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

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

Place: New Delhi  
Date: January 30, 2026