

November 15, 2025

BSE Limited
P.J. Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Sub: Notice of Postal Ballot

Dear Sir/Madam,

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 read with the Circulars issued by the Ministry of Corporate Affairs regarding the Postal Ballot, etc., we enclose herewith the Notice of Postal Ballot dated October 16, 2025 of Kajaria Ceramics Limited ('the Company'), which is being sent to the Members of the Company, for obtaining their approval through Postal Ballot by way of e-voting for passing of Special Resolution(s) with respect to the item(s) mentioned in the said Notice.

Kindly take the same 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

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, as amended from time to time ('Rules') 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 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, failing him Mr. Shashikant Tiwari (Membership No.: FCS 11919, CP No.: 13050), Partner, failing him Mr. Lakhan Gupta (Membership No.: FCS 12682, CP No.: 26704), 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 conducting the Postal Ballot process 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 and the Listing 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 the Postal Ballot 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 **Sunday, November 16, 2025** and will end at **5:00 p.m. (IST)** on **Monday, December 15, 2025**. 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 Tuesday, December 16, 2025 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 APPROVE RE-DESIGNATION AND APPOINTMENT OF MR. ASHOK KAJARIA (DIN: 00273877) AS THE CHAIRMAN OF THE COMPANY

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

"RESOLVED THAT in supersession of the resolution passed on September 28, 2021 by the Members of the Company and pursuant to the provisions of Sections 149, 152, 188, 190, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment 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 recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company and subject to such approvals, consents, permissions and sanctions of the concerned authorities, as may be required, consent of the Members of the Company be and is hereby accorded for re-designation and appointment of Mr. Ashok Kajaria (DIN: 00273877), who has already attained the age of 70 years, as the Chairman of the Company under the category of the whole-time director (executive director) for the period of 5 consecutive years w.e.f. October 1, 2025 to September 30, 2030, being not liable to retire by rotation, on such terms and conditions including remuneration as set out in the Contract of Service dated September 29, 2025 entered into by the Company with him and details of which are specified in the explanatory statement forming part of this resolution.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded pursuant to Regulation 17(6)(e) of the Listing Regulations for payment of annual remuneration to Mr. Ashok Kajaria upto 5% of net profits of Company as per Section 198 of the Act, provided, however, that the aggregate annual remuneration of all executive directors of the Company will not exceed the maximum limit prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and are hereby authorised to vary, alter and modify the terms & conditions (including remuneration) of appointment of Mr. Ashok Kajaria as the Chairman of the Company, subject to the limit prescribed above and compliance of applicable provisions of the Act including but not limited to Section 197 of the Act and other applicable laws.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

2. TO APPROVE RE-DESIGNATION AND APPOINTMENT OF MR. CHETAN KAJARIA (DIN: 00273928) AS THE VICE CHAIRMAN OF THE COMPANY

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

"RESOLVED THAT in supersession of the resolution passed on September 28, 2021 by the Members of the Company and pursuant to the provisions of Sections 149, 152, 188, 190, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment 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 recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company and subject to such approvals, consents, permissions and sanctions of the concerned authorities, as may be required, consent of the Members of the Company be and is hereby accorded for re-designation and appointment of Mr. Chetan Kajaria (DIN: 00273928) as the Vice Chairman of the Company under the category of the whole-time director (executive director) for the period of 5 consecutive years w.e.f. October 1, 2025 to September 30, 2030, being liable to retire by rotation, on such terms and conditions including remuneration as set out in the Contract of Service dated September 29, 2025 entered into by the Company with him and details of which are specified in the explanatory statement forming part of this resolution.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded pursuant to Regulation 17(6)(e) of the Listing Regulations for payment of annual remuneration to Mr. Chetan Kajaria upto 5% of net profits of Company as per Section 198 of the Act, provided, however, that the aggregate annual remuneration of all executive directors of the Company will not exceed the maximum limit prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and are hereby authorised to vary, alter and modify the terms & conditions (including remuneration) of appointment of Mr. Chetan Kajaria as the Vice Chairman of the Company, subject to the limit prescribed above and compliance of applicable provisions of the Act including but not limited to Section 197 of the Act and other applicable laws.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

3. TO APPROVE RE-DESIGNATION AND APPOINTMENT OF MR. RISHI KAJARIA (DIN: 00228455) AS THE MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in supersession of the resolution passed on September 28, 2021 by the Members of the Company and pursuant to the provisions of Sections 149, 152, 188, 190, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014 and other applicable rules, if any and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment 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 recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company and subject to such approvals, consents, permissions and sanctions of the concerned authorities, as may be required, consent of the Members of the Company be and is hereby accorded for re-designation and appointment of Mr. Rishi Kajaria (DIN: 00228455) as the Managing Director of the Company for the period of 5 consecutive years w.e.f. October 1, 2025 to September 30, 2030, being liable to retire by rotation, on such terms and conditions including remuneration as set out in the Contract of Service dated September 29, 2025 entered into by the Company with him and details of which are specified in the explanatory statement forming part of this resolution.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded pursuant to Regulation 17(6)(e) of the Listing Regulations for payment of annual remuneration to Mr. Rishi Kajaria upto 5% of net profits of Company as per Section 198 of the Act, provided, however, that the aggregate annual remuneration of all executive directors of the Company will not exceed the maximum limit prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution) be and are hereby authorised to vary, alter and modify the terms & conditions (including remuneration) of appointment of Mr. Rishi Kajaria as the Managing Director of the Company, subject to the limit prescribed above and compliance of applicable provisions of the Act including but not limited to Section 197 of the Act and other applicable laws.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the aforesaid 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: October 16, 2025

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 **Monday, November 10, 2025**, 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 of Postal Ballot 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. Monday, November 10, 2025.
5. The Notice is available at the Company's website i.e. www.kajariaceramics.com, the Stock Exchanges' websites i.e. www.nseindia.com / www.bseindia.com and NSDL's website i.e. 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 Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a Special Window is opened for a period of six months from July 7, 2025 till January 6, 2026 to facilitate re-lodgement of transfer requests of physical shares. This facility is available for Transfer Deeds lodged prior to April 1, 2019 and which were rejected, returned, or not attended to due to deficiencies in documents, process or otherwise. Shareholders who have missed the earlier deadline of March 31, 2021 are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Company's Registrar and Transfer Agent i.e. MCS Share Transfer Agent Limited at 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-1, New Delhi -110020 ('RTA').
8. 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 and effective from April 1, 2024, 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 RTA.
9. 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 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.
10. 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	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DPID, 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. 2. Existing IDeAS users can visit the e-Services website of NSDL, viz.: https://eservices.nsdl.com 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 redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Please visit the e-voting website of NSDL and open web browser by typing the URL: https://www.evoting.nsdl.com/ 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. 5. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility through App Store / Google Play for seamless voting experience..
Shareholders holding shares in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Easi username & password. 2. After successful login the Easi / Easiest, the user will be also able to view the e-voting option for eligible companies where the e-voting is in progress as per the 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 providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & new system Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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 providers.
Shareholders (holding shares in demat mode) login through their depository participants	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.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at the abovementioned 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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):

- 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.
- Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders/Members' section.
- 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. a .pdf file. The password to open the .pdf file is your 8 digits of 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 email ID is not registered, please follow steps mentioned below in process for those shareholders whose email 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 (if your demat account is with NSDL/CDSL).
- Click on 'Physical User Reset password?' option available at 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, 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' button 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, 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 or investors@kajariaceramics.com or admin@mcsregistrars.com with a copy marked to 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 to reset the password.
11. 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
 - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digits of DP-ID + CL-ID or 16 digits of 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. If you are an Individual shareholder holding shares in demat mode, you are requested to refer to the login method explained at Note No. 10(1)(A) above, i.e. Login method for e-voting by the shareholders holding shares in demat mode.
 - iii. Alternatively, a shareholder may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
12. The e-voting period will commence at **9:00 a.m. (IST)** on **Sunday, November 16, 2025** and will end at **5:00 p.m. (IST)** on **Monday, December 15, 2025**. No voting shall be allowed beyond 5:00 p.m. (IST) on Monday, December 15, 2025. The e-voting module shall be disabled by NSDL for voting thereafter.
13. 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 or contact Ms. Pallavi Mhatre, Senior Manager, 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 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 or on telephone at +91-11-26946409.
14. The Special Resolution(s) will be taken as passed effectively on the last date of e-voting on Monday, December 15, 2025, 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).
15. 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:

Mr. Ashok Kajaria is the founding Chairman & Managing Director and the Promoter of the Company, holds a Bachelor degree of Science (B.Sc.) and pursued Engineering (BSME) at UCLA (California), USA. He is widely credited with spearheading a transformation of the tile industry in India. In his career spanning over 49 years, his vision and foresightedness as an entrepreneur, dynamic leadership and steadfast determination has seen the rise of Kajaria from what started as a 1 MSM tile fledgling in 1988 into an industry leader and most respected tile brand in India. He has held several important industry positions including President of the PHD Chamber of Commerce, Chairman of the Indian Council of Ceramic Tiles and Sanitaryware and member of the executive committee of Federation of Indian Chamber of Commerce and Industry. Committed to the philosophy that the corporate sector should play a proactive role in promoting the cause of inclusive growth, Mr. Kajaria is keenly involved with the various philanthropic arms of the Company- providing structure and focus to the social outreach initiatives of the Company.

Pursuant to the provisions of the Companies Act, 2013 ('Act') and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Members of the Company at the 35th Annual General Meeting held on September 28, 2021, re-appointed Mr. Ashok Kajaria as the Chairman & Managing Director of the Company for a period of 5 years effective from April 1, 2021.

Mr. Ashok Kajaria has completed the age of seventy-eight years and he wishes to delegate his major responsibilities to Mr. Chetan Kajaria and Mr. Rishi Kajaria. Accordingly, based on the recommendations of the Nomination & Remuneration Committee and the Audit Committee, the Board of Directors ('Board') of the Company, in their meeting held on September 29, 2025, has approved re-designation and appointment of Mr. Ashok Kajaria as the Chairman of the Company, in the category of whole-time director (executive director), for a period of 5 consecutive years w.e.f. October 1, 2025 to September 30, 2030, subject to approval of the Members of the Company.

As the age of Mr. Ashok Kajaria exceeds seventy years, therefore, pursuant to the provisions of the Act, it is mandatory to obtain approval from the Members of the Company by way of Special Resolution.

Further, pursuant to Regulation 17(6)(e) of the Listing Regulations, remuneration payable to Executive directors, who are promoters or members of the promoter group, will be subject to approval of the Members of the Company by Special Resolution, if:

- (a) the annual remuneration payable to such Executive Director exceeds Rs. 5 Crores or 2.5% of the Company's net profits as per Section 198 of the Act, whichever is higher; or
- (b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the Company's net profits as per Section 198 of the Act.

The above said approval will be valid only till the expiry of the term of such director.

The Board has approved the re-designation and appointment of Mr. Ashok Kajaria as the Chairman of the Company on same remuneration as approved by the Members of the Company on September 28, 2021. Accordingly, the terms and conditions of re-designation and appointment of Mr. Ashok Kajaria as the Chairman of the Company w.e.f. October 1, 2025 to September 30, 2030 are as under:

Remuneration:

1. Salary:

Rs. 26,50,000 per month

2. Perquisites:

In addition to the Salary, the Chairman shall be entitled to the following Perquisites classified into three Categories 'A' 'B' & 'C' as follows:

CATEGORY 'A'

Housing:

Residential accommodation (furnished or otherwise) or house rent allowance at the rate of 60% of the Salary.

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Act and Rules made thereunder. This however will be subject to a ceiling of 10% of the Salary.

Medical Allowance / Reimbursement of Medical Expenses:

Not exceeding one month's Salary per year.

Insurance:

As per the Policy of the Company for Directors and employees, the Company may take an Employer-Employee Policy.

CATEGORY 'B'

- i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act.
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

CATEGORY 'C'

Provision of Car with Driver and Telephone at the Residence will not be considered as perquisites.

Other Terms and Conditions:

- a) The Chairman of the Company shall perform the duties as may be delegated by the Board, from time to time, including the followings:
 - To act as the Chief Mentor of the Company.
 - To lead the meetings of the Board and the shareholders and ensure effective functioning of the Board including to facilitate the Board discussions and decision-making and to evaluate the Board's performance and governance practices.
 - To advise the Vice Chairman and the Managing Director of the Company in achieving business goals and ensuring long-term well-being and sustainability of the Company and to provide guidance on key business areas, e.g., strategy, development, etc. in the best interest of all stakeholders.
- b) The Chairman shall not be entitled to sitting fee for attending the meeting(s) of the Board or its Committee(s).
- c) If during the currency of tenure of the Chairman, the Company has no profits or profits are inadequate, in any financial year, the Chairman shall be entitled to minimum remuneration by way of Salary and Perquisites as per the provisions of the Act read with other applicable laws.
- d) The Chairman hold office as such, subject to the provisions of the Section 167 of the Act.
- e) The Chairman shall not be liable to retire by rotation.
- f) The Chairman shall not become interested or otherwise concerned directly or through his relative(s) as defined under the Act or enter into any contract having his or his relative(s) interest, without the prior approval of the Board so long as he functions in such capacity.
- g) The Chairman shall not, during the continuation of his employment or any time thereafter, divulge or disclose to any person, firm, company, body corporate or concern whatsoever or make any use for his own or for whatsoever purpose of any confidential information, or knowledge obtained by him during his employment of the business or affairs of the Company or of any trade secrets or secret processes of the Company and the Chairman shall, during the continuation of his employment hereunder, also use his best endeavour to prevent any other person, firm, company, body corporate or concern from doing so.
- h) In the event that the Chairman being found guilty of misconduct or negligence in the discharge of his duties or in the conduct of the Company's business or of any other act or omission inconsistent with his duties as the Chairman, which in the opinion of the Board requires termination from the office of the Chairman. Then, the Board shall be entitled to terminate the Contract of Service without any notice and compensation.
- i) The Chairman acting as an officer of the Company as defined under the Act, shall have powers to act, do such things on behalf of the Company in respect of the affairs and business of the Company and as are not forbidden by the provisions of

the Act or any other statute for the time being to be done by the Chairman or required to be done by the Company in General Meeting or by the Directors.

- j) The Chairman shall have power on behalf of the Company to institute, conduct and defend suits, prefer appeals and sign all complaints, written statement, engage solicitors, employ and discharge the officers, staff, workers and other person for the business of the Company and to pay their remuneration.
- k) Unless otherwise contained in Clause (h) above, the Board can, at its discretion, terminate the Contract of Service by giving three months' notice of such termination or on payment of three months' salary and no compensation will be payable to the Chairman for the unexpired portion of his tenure.
- l) The Chairman can also terminate the Contract of Service by giving three months' notice in writing to the Company at the Corporate Office. In that event he undertakes to peacefully handover the charge including all necessary documents, files and papers to such person as may be informed by the Board, in writing.
- m) The Board may revise/modify the terms and conditions (including remuneration) from time to time, subject to the compliances under the Act, the Listing Regulations and other applicable laws.
- n) This appointment is subject to the approval of the Members of the Company. In case the appointment is not approved by the Members, he will immediately vacate the office.
- o) For all other terms and conditions not specifically spelt out above, the policy and rules of the Company shall apply.

Further, in accordance with Regulation 17(6)(e) of the Listing Regulations, the annual remuneration payable to Mr. Ashok Kajaria during his tenure will be upto 5% of net profits of Company as per Section 198 of the Act, provided that the aggregate annual remuneration payable to all executive directors of the Company will not exceed the maximum limit prescribed under the Act.

The Contract of Service dated September 29, 2025 ('Contract of Service') setting out the terms and conditions of re-designation and appointment of Mr. Ashok Kajaria as the Chairman of the Company shall be available, electronically, for inspection by the Members from circulation of this Notice upto the last date of e-voting. Members seeking to inspect the same can send an email to investors@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.

The Company has received from Mr. Ashok Kajaria, consent to act as the Chairman of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 and other applicable provisions of the Act and has not been 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.

The Board is of the view that, given the contribution and leadership skills of Mr. Ashok Kajaria, his re-designation and appointment as the Chairman of the Company, under the category of whole-time director (executive director) will be of immense benefit and in the best interest of the Company and accordingly, the Board recommends the Special Resolution in relation to the re-designation and appointment of Mr. Ashok Kajaria as the Chairman of the Company for approval of the Members of the Company.

Except Mr. Ashok Kajaria, Mr. Chetan Kajaria and Mr. Rishi Kajaria and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of this Notice of Postal Ballot.

Item No. 2:

Mr. Chetan Kajaria is a Bachelor in Petro Chemical Engineering (BE) from Pune University and an MBA from Boston College, US. He started his journey at Kajaria Ceramics in the year 2000 and has been instrumental in providing a new dimension to the company by opening international-standard tile showrooms across the country, which have become an industry trend today. In 2011, to expand the company's production base beyond North India, he adopted an asset-light approach by strategically acquiring majority stakes in plants in western and southern India, which have not only reduced capex, but also reduced reduction in gestation period associated with setting up greenfield facilities. His initiatives have played a pivotal role in positioning Kajaria as a leading manufacturer of wall and floor tiles in India. He has been the Chairman of the Indian Council of Ceramic Tiles and Sanitaryware. He is also a member of the Promoter Group of the Company.

Pursuant to the provisions of the Companies Act, 2013 ('Act') and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Members of the

Company at the 35th Annual General Meeting held on September 28, 2021, re-appointed Mr. Chetan Kajaria as the Joint Managing Director of the Company for a period of 5 years effective from April 1, 2021.

Accordingly, the Board of Directors of the Company ('Board'), in their meeting held on September 29, 2025, after considering the contribution of Mr. Chetan Kajaria as the Joint Managing Director to the performance of the Company for more than 10 years and based on recommendations of the Nomination & Remuneration Committee and the Audit Committee, has approved re-designation and appointment of Mr. Chetan Kajaria as the Vice Chairman of the Company, under the category of whole-time director (executive director), for a period of 5 consecutive years w.e.f. October 1, 2025 to September 30, 2030, subject to approval of Members of the Company.

As per Regulation 17(6)(e) of the Listing Regulations, remuneration payable to Executive directors, who are promoters or members of the promoter group, will be subject to approval of the Members of the Company by Special Resolution, if:

- (a) the annual remuneration payable to such Executive Director exceeds Rs. 5 Crores or 2.5% of the Company's net profits as per Section 198 of the Act, whichever is higher; or
- (b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the Company's net profits as per Section 198 of the Act.

The above said approval will be valid only till the expiry of the term of such director.

The Board has approved the re-designation and appointment of Mr. Chetan Kajaria as the Vice Chairman of the Company on same remuneration as approved by the Members of the Company on September 28, 2021. Accordingly, the terms and conditions of re-designation and appointment of Mr. Chetan Kajaria as the Vice Chairman of the Company w.e.f. October 1, 2025 to September 30, 2030 are as follows:

Remuneration:

1. Salary:

Rs. 26,00,000 per month

2. Commission:

1% of net profits of the Company as calculated under the provisions of Section 198 of the Act.

3. Perquisites:

In addition to the Salary and Commission, the Vice Chairman shall be entitled to the following Perquisites classified into three Categories 'A' 'B' & 'C' as follows:

CATEGORY 'A'

Housing:

Residential accommodation (furnished or otherwise) or house rent allowance at the rate of 60% of the Salary.

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Act and Rules made thereunder. This however will be subject to a ceiling of 10% of the Salary.

Medical Allowance / Reimbursement of Medical Expenses:

Not exceeding one month's Salary per year.

Insurance:

As per the Policy of the Company for Directors and employees, the Company may take an Employer-Employee Policy.

CATEGORY 'B'

- i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act.
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

CATEGORY 'C'

Provision of Car with Driver and Telephone at the Residence will not be considered as perquisites.

Other Terms and Conditions:

- a) The Vice Chairman of the Company shall perform the duties as may be delegated by the Board, from time to time, including the followings:
 - To support the Chairman in his duties including to chair the meetings of the Board and shareholders, in absence of the Chairman of the Company;
 - To drive the Company's overall strategy, plans and operations including to focus on risk management, business growth & expansion, etc. as well as to manage the business and affairs of the Company, in co-ordination with the Managing Director of the Company.
- b) The Vice Chairman shall not be entitled to sitting fee for attending the meeting(s) of the Board or its Committee(s).
- c) If during the currency of tenure of the Vice Chairman, the Company has no profits or profits are inadequate, in any financial year, the Vice Chairman shall be entitled to minimum remuneration by way of Salary and perquisites as per the provisions of the Act read with other applicable laws.
- d) The Vice Chairman holds office as such, subject to the provisions of the Section 167 of the Act.
- e) The Vice Chairman shall be liable to retire by rotation.
- f) The Vice Chairman shall not become interested or otherwise concerned directly or through his relative(s) as defined under the Act or enter into any contract having his or his relative(s) interest, without the prior approval of the Board so long as he functions in such capacity.
- g) The Vice Chairman shall not, during the continuation of his employment or any time thereafter, divulge or disclose to any person, firm, company, body corporate or concern whatsoever or make any use for his own or for whatsoever purpose of any confidential information, or knowledge obtained by him during his employment of the business or affairs of the Company or of any trade secrets or secret processes of the Company and the Vice Chairman shall, during the continuation of his employment hereunder, also use his best endeavour to prevent any other person, firm, company, body corporate or concern from doing so.
- h) In the event that the Vice Chairman being found guilty of misconduct or negligence in the discharge of his duties or in the conduct of the Company's business or of any other act or omission inconsistent with his duties as the Vice Chairman, which in the opinion of the Board requires termination from the office of the Vice Chairman. The Board shall be entitled to terminate the Contract of Service without any notice and compensation.
- i) The Vice Chairman acting as an officer of the Company as defined under the Act shall have powers to act, do such things on behalf of the Company in respect of the affairs and business of the Company and as are not forbidden by the provisions of the Act or any other statute for the time being to be done by the Vice Chairman or required to be done by the Company in General Meeting or by the Directors.
- j) The Vice Chairman shall have power on behalf of the Company to institute, conduct and defend suits, prefer appeals and sign all plaints, written statement, engage solicitors, employ and discharge the officers, staff, workers and other person for the business of the Company and to pay their remuneration.
- k) Unless otherwise contained in Clause (h) above, the Board can, at its discretion, terminate the Contract of Service by giving three months' notice of such termination or on payment of three months' Salary and no compensation will be payable to the Vice Chairman for the unexpired portion of his tenure.
- l) The Vice Chairman can also terminate the Contract of Service by giving three months' notice in writing to the Company at the Corporate Office. In that event he undertakes to peacefully handover the charge including all necessary documents, files and papers to such person as may be informed by the Board, in writing.
- m) The Board may revise/modify the terms and conditions (including remuneration) from time to time, subject to the compliances under the Act, the Listing Regulations and other applicable laws.
- n) This appointment is subject to the approval of the Members of the Company. In case the appointment is not approved by the Members, he will immediately vacate the office.

o) For all other terms and conditions not specifically spelt out above, the policy and rules of the Company shall apply.

Further, in accordance with Regulation 17(6)(e) of the Listing Regulations, the annual remuneration payable to Mr. Chetan Kajaria during his tenure will be upto 5% of net profits of Company as per Section 198 of the Act, provided that the aggregate annual remuneration payable to all executive directors of the Company will not exceed the maximum limit prescribed under the Act.

The Contract of Service dated September 29, 2025 ('Contract of Service') setting out the terms and conditions of re-designation and appointment of Mr. Chetan Kajaria as the Vice Chairman of the Company shall be available, electronically, for inspection by the Members from circulation of this Notice upto the last date of e-voting. Members seeking to inspect the same can send an email to investors@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.

The Company has received from Mr. Chetan Kajaria, consent to act as the Vice Chairman of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 and other applicable provisions of the Act and has not been 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.

The Board is of the view that, given the contribution and rich experience of Mr. Chetan Kajaria, his re-designation and appointment as the Vice Chairman of the Company, under the category of whole-time director (executive director) will be of immense benefit and in the best interest of the Company and accordingly, the Board recommends the Special Resolution in relation to the re-designation and appointment of Mr. Chetan Kajaria as the Vice Chairman of the Company for approval of the Members of the Company.

Except Mr. Ashok Kajaria, Mr. Chetan Kajaria and Mr. Rishi Kajaria and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of this Notice of Postal Ballot.

Item No. 3:

Mr. Rishi Kajaria holds a B.Sc. in Business Administration from Boston University, U.S.A. He joined Kajaria Ceramics in the year 2003 and spearheads the vitrified tile vertical. Initially, he opted for trading vitrified tiles rather than joining the race of setting up capacities. After importing vitrified tiles for five years, he decided to manufacture them domestically. The first production unit for vitrified tile was started in Sikandrabad in 2010. Subsequently, Kajaria Ceramics commissioned a big expansion of vitrified tiles at Gailpur in 2011. Mr. Rishi Kajaria has intensified his focus on value added products in high end tile segment in particular backed by installation of continua plus press technology in North & South Indian facilities. He also made a forey in bathware segment for giving a complete bathware solutions to the customers. Presently, he is the Chairman of the Indian Council of Ceramic Tiles and Sanitaryware. He is also a member of the Promoter Group of the Company.

Pursuant to the provisions of the Companies Act, 2013 ('Act') and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Members of the Company at the 35th Annual General Meeting held on September 28, 2021, re-appointed Mr. Rishi Kajaria as the Joint Managing Director of the Company for a period of 5 years effective from April 1, 2021.

Accordingly, the Board of Directors of the Company ('Board'), in their meeting held on September 29, 2025, after considering the contribution of Mr. Rishi Kajaria as the Joint Managing Director to the performance of the Company for more than 10 years and based on recommendations of the Nomination & Remuneration Committee and the Audit Committee, has approved re-designation and appointment of Mr. Rishi Kajaria as the Managing Director of the Company for a period of 5 consecutive years w.e.f. October 1, 2025 to September 30, 2030, subject to approval of Members of the Company.

As per Regulation 17(6)(e) of the Listing Regulations, remuneration payable to Executive directors, who are promoters or members of the promoter group, will be subject to approval of the Members of the Company by Special Resolution, if:

- (a) the annual remuneration payable to such Executive Director exceeds Rs. 5 Crores or 2.5% of the Company's net profits as per Section 198 of the Act, whichever is higher; or
- (b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the Company's net profits as per Section 198 of the Act.

The above said approval will be valid only till the expiry of the term of such director.

The Board has approved the re-designation and appointment of Mr. Rishi Kajaria as the Managing Director of the Company on same remuneration as approved by the Members of the Company on September 28, 2021. Accordingly, the terms and conditions of re-designation and appointment of Mr. Rishi Kajaria as the Managing Director of the Company w.e.f. October 1, 2025 to September 30, 2030 are as follows:

Remuneration:

1. Salary:

Rs. 26,00,000 per month

2. Commission:

1% of net profits of the Company as calculated under the provisions of Section 198 of the Act.

3. Perquisites:

In addition to the Salary and Commission, the Managing Director shall be entitled to the following Perquisites classified into three Categories 'A' 'B' & 'C' as follows:

CATEGORY 'A'

Housing:

Residential accommodation (furnished or otherwise) or house rent allowance at the rate of 60% of the Salary.

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Act and Rules made thereunder. This however will be subject to a ceiling of 10% of the Salary.

Medical Allowance / Reimbursement of Medical Expenses:

Not exceeding one month's Salary per year.

Insurance:

As per the Policy of the Company for Directors and employees, the Company may take an Employer-Employee Policy.

CATEGORY 'B'

- i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act.
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

CATEGORY 'C'

Provision of Car with Driver and Telephone at the Residence will not be considered as perquisites.

Other Terms and Conditions:

- a) The Managing Director of the Company shall perform the duties as may be delegated by the Board, from time to time, including the followings:
 - To drive the Company's overall strategy, plans and operations including to focus on risk management, business growth & expansion, etc. as well as to manage the business and affairs of the Company, in co-ordination with the Vice Chairman of the Company;
 - To ensure compliance of the laws applicable to the Company.
- b) The Managing Director shall not be entitled to sitting fee for attending the meeting(s) of the Board or its Committee(s).
- c) If during the currency of tenure of the Managing Director, the Company has no profits or profits are inadequate, in any financial year, the Managing Director shall be entitled to minimum remuneration by way of Salary and perquisites as per the provisions of the Act read with other applicable laws.
- d) The Managing Director holds office as such, subject to the provisions of the Section 167 of the Act.

- e) The Managing Director shall be liable to retire by rotation.
- f) The Managing Director shall not become interested or otherwise concerned directly or through his relative(s) as defined under the Act or enter into any contract having his or his relative(s) interest, without the prior approval of the Board so long as he functions in such capacity.
- g) The Managing Director shall not, during the continuation of his employment or any time thereafter, divulge or disclose to any person, firm, company, body corporate or concern whatsoever or make any use for his own or for whatsoever purpose of any confidential information, or knowledge obtained by him during his employment of the business or affairs of the Company or of any trade secrets or secret processes of the Company and the Managing Director shall, during the continuation of his employment hereunder, also use his best endeavour to prevent any other person, firm, company, body corporate or concern from doing so.
- h) In the event that the Managing Director being found guilty of misconduct or negligence in the discharge of his duties or in the conduct of the Company's business or of any other act or omission inconsistent with his duties as the Managing Director, which in the opinion of the Board requires termination from the office of the Managing Director. Then, the Board shall be entitled to terminate the Contract of Service without any notice and compensation.
- i) The Managing Director acting as an officer of the Company as defined under the Act shall have powers to act, do such things on behalf of the Company in respect of the affairs and business of the Company and as are not forbidden by the provisions of the Act or any other statute for the time being to be done by the Managing Director or required to be done by the Company in General Meeting or by the Directors.
- j) The Managing Director shall have power on behalf of the Company to institute, conduct and defend suits, prefer appeals and sign all plaints, written statement, engage solicitors, employ and discharge the officers, staff, workers and other person for the business of the Company and to pay their remuneration.
- k) Unless otherwise contained in Clause (h) above, the Board can, at its discretion, terminate the Contract of Service by giving three months' notice of such termination or on payment of three months' Salary and no compensation will be payable to the Managing Director for the unexpired portion of his tenure.
- l) The Managing Director can also terminate the Contract of Service by giving three months' notice in writing to the Company at the Corporate Office. In that event he undertakes to peacefully handover the charge including all necessary documents, files and papers to such person as may be informed by the Board, in writing.
- m) The Board may revise/modify the terms and conditions (including remuneration) from time to time, subject to the compliances under the Act, the Listing Regulations and other applicable laws.
- n) This appointment is subject to the approval of the Members of the Company. In case the appointment is not approved by the Members, he will immediately vacate the office.
- o) For all other terms and conditions not specifically spelt out above, the policy and rules of the Company shall apply.

Further, in accordance with Regulation 17(6)(e) of the Listing Regulations, the annual remuneration payable to Mr. Rishi Kajaria during his tenure will be upto 5% of net profits of Company as per Section 198 of the Act, provided that the aggregate annual remuneration payable to all executive directors of the Company will not exceed the maximum limit prescribed under the Act.

Mr. Rishi Kajaria will continue to hold the position of the Managing Director of Kajaria Bathware Private Limited, a wholly-owned subsidiary of the Company ('KBPL'), besides holding the office of the Managing Director of the Company. Mr. Rishi Kajaria is not drawing any remuneration from KBPL.

The Contract of Service dated September 29, 2025 ('Contract of Service') setting out the terms and conditions of re-designation and appointment of Mr. Rishi Kajaria as the Managing Director of the Company shall be available, electronically, for inspection by the Members from circulation of this Notice upto the last date of e-voting. Members seeking to inspect the same can send an email to investors@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.

The Company has received from Mr. Rishi Kajaria, consent to act as the Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 and other applicable provisions of the Act and has not been 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.

The Board is of the view that, given the contribution and rich experience of Mr. Rishi Kajaria, his re-designation and appointment as the Managing Director of the Company will be of immense benefit and in the best interest of the Company and accordingly, the Board recommends the Special Resolution in relation to the re-designation and appointment of Mr. Rishi Kajaria as the Managing Director of the Company for approval of the Members of the Company.

Except Mr. Ashok Kajaria, Mr. Chetan Kajaria and Mr. Rishi Kajaria and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of this Notice of Postal Ballot.

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

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

Place: New Delhi
Date: October 16, 2025

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. Ashok Kajaria (DIN:00273877)	Mr. Chetan Kajaria (DIN:00273928)	Mr. Rishi Kajaria (DIN:00228455)								
Date of Birth	01.08.1947	24.12.1974	14.10.1978								
Date of first appointment on the Board of the Company	20.12.1985	15.01.2000	26.07.2003								
Qualification	B.Sc. and BSME, UCLA (California), U.S.A.	B. Engg. (Petrochem) from Pune University and MBA from Boston College, U.S.A.	B.Sc. in Business Administration from Boston University, U.S.A.								
Experience	As mentioned in the explanatory statement of this Notice	As mentioned in the explanatory statement of this Notice	As mentioned in the explanatory statement of this Notice								
Terms and conditions of appointment	As per the Contract of Service dated September 29, 2025, which are specified in the explanatory statement of this Notice.	As per the Contract of Service dated September 29, 2025, which are specified in the explanatory statement of this Notice.	As per the Contract of Service dated September 29, 2025, which are specified in the explanatory statement of this Notice.								
Remuneration sought to be paid and last drawn	<u>Remuneration Sought:</u> As mentioned in the explanatory statement of this Notice <u>Remuneration last drawn in the capacity of Chairman & Managing Director:</u> Rs. 5.67 Crores, during the year 2024-25.	<u>Remuneration Sought:</u> As mentioned in the explanatory statement of this Notice <u>Remuneration last drawn in the capacity of Joint Managing Director:</u> Rs. 5.74 Crores, during the year 2024-25.	<u>Remuneration Sought:</u> As mentioned in the explanatory statement of this Notice <u>Remuneration last drawn in the capacity of Joint Managing Director:</u> Rs. 5.80 Crores, during the year 2024-25.								
Shareholding in the Company	10,47,004 Equity Shares	14,39,880 Equity Shares	19,05,716 Equity Shares								
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Ashok Kajaria is father of Mr. Chetan Kajaria and Mr. Rishi Kajaria. Other than above, Mr. Ashok Kajaria is not related to other Directors and Key Managerial Personnel of the Company.	Mr. Ashok Kajaria is father of Mr. Chetan Kajaria. Mr. Rishi Kajaria is brother of Mr. Chetan Kajaria. Other than above, Mr. Chetan Kajaria is not related to other Directors and Key Managerial Personnel of the Company.	Mr. Ashok Kajaria is father of Mr. Rishi Kajaria. Mr. Chetan Kajaria is brother of Mr. Rishi Kajaria. Other than above, Mr. Rishi Kajaria is not related to other Directors and Key Managerial Personnel of the Company.								
Number of Board Meetings attended during the financial year 2025-26	4 (Four)	4 (Four)	4 (Four)								
Name of listed companies in which also holds the directorship and the chairmanship/membership of Committees of the Board of Directors ('Board')	Nil	<table><tr><td>Name of Listed Companies</td><td>Type of Directorship and Committee Position</td></tr><tr><td rowspan="3">Aditya Infotech Limited</td><td>Independent Director</td></tr><tr><td>-Chairman of Audit Committee</td></tr><tr><td>-Chairman of Nomination and Remuneration Committee</td></tr><tr><td></td><td>-Chairman of Stakeholders Relationship Committee</td></tr></table>	Name of Listed Companies	Type of Directorship and Committee Position	Aditya Infotech Limited	Independent Director	-Chairman of Audit Committee	-Chairman of Nomination and Remuneration Committee		-Chairman of Stakeholders Relationship Committee	Nil
Name of Listed Companies	Type of Directorship and Committee Position										
Aditya Infotech Limited	Independent Director										
	-Chairman of Audit Committee										
	-Chairman of Nomination and Remuneration Committee										
	-Chairman of Stakeholders Relationship Committee										
Names of listed companies from which resigned in the past three years	Nil	Nil	Nil								
Directorship held in other Public Limited Companies (other than listed companies)	Nil	Nil	Nil								

Directorship held in Private Limited Companies	- Kajaria Bathware Private Limited - Kajaria Natural Resources Private Limited - Kajaria Portfolio Private Limited - Kajaria Sanitaryware Private Limited - Kajaria Ultima Private Limited - Kerovit Global Private Limited - VK Trustees Private Limited	- Kajaria Portfolio Private Limited - Kajaria Natural Resources Private Limited - RK Trustees Private Limited - PHD Chamber of Commerce and Industry[^] - Indian Council of Ceramic Tiles and Sanitaryware[^]	- Kajaria Bathware Private Limited - Kajaria Infrastructure Private Limited - Kajaria Portfolio Private Limited - CK Trustees Private Limited - VK Trustees Private Limited - Kajaria Sanitaryware Private Limited - Kerovit Global Private Limited - Kajaria Ultima Private Limited - Greenstat Urja Private Limited - Indian Council of Ceramic Tiles and Sanitaryware[^]
Chairmanship/Membership of the Committee of the Board of the Company	- Chairman of Management Committee, Risk Management Committee and Business Responsibility & Sustainability Committee - Member of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee.	- Member of Stakeholders Relationship Committee, Management Committee, Corporate Social Responsibility Committee, Risk Management Committee and Business Responsibility & Sustainability Committee.	- Member of Management Committee, Corporate Social Responsibility Committee, Risk Management Committee and Business Responsibility & Sustainability Committee.
Chairmanship/Membership of the Committee of the Board of Public Limited Companies (other than listed companies)	Nil	Nil	Nil

[^]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: October 16, 2025