


Declaration of Results of voting conducted by Postal Ballot

Pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs regarding Postal Ballot, etc., approvals of the Members of the Company were sought by way of Special Resolution(s) for the items set out in the Notice of Postal Ballot dated January 30, 2026, through Postal Ballot by way of e-voting. As per the Scrutinizer's Report dated March 13, 2026, the results of Postal Ballot are as under:

PARTICULARS	VOTING DETAILS	
Item(s) of Notice of Postal Ballot dated January 30, 2026	To consider and approve appointment of Mr. Hitesh Sohanlal Jain (DIN: 00130023) as an Independent Director of the Company	To consider and approve appointment of Mr. Pradeep Udhas (DIN: 02207112) as an Independent Director of the Company
Type of Resolution	Special Resolution	Special Resolution
Total voting	127465869	127465758
Less: Invalid voting	0	0
Valid voting	127465869	127465758
Votes in favour of the Resolution	127172016	117948025
Votes against the Resolution	293853	9517733
Percentage of Votes in favour of Resolution	99.77%	92.53%

I, therefore, declare the Special Resolution(s), set out in the above said Notice of Postal Ballot, as passed with the requisite majority.

For Kajaria Ceramics Limited


Ashok Kajaria
Chairman

Place: New Delhi
Date: March 13, 2026

Kajaria Ceramics Limited

SCRUTINIZER'S REPORT

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

Sub: Scrutinizers' Report on Postal Ballot conducted by way of electronic voting process in terms of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the Resolution(s) contained in the Notice dated January 30, 2026.

Dear Sir,

I, Shashikant Tiwari, Partner, M/s Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed as Scrutinizer by the Board of Directors of **Kajaria Ceramics Limited** (hereinafter referred to as "**the Company**") for scrutinizing the Postal Ballot process conducted by way of voting through electronic means in respect of passing of the resolutions contained in the Notice dated January 30, 2026. ("Postal Ballot Notice") in a fair and transparent manner.

I submit my report as under:

1. The management of the Company is responsible for ensuring the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder including general circular 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 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing regulations**"), circulars issued by the Securities and Exchange Board of India including Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended from time to time (the "**SEBI Circulars**"), Secretarial Standard issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") relating to postal ballot by way of electronic voting.
2. My responsibility as the Scrutinizer is restricted to preparing a scrutinizers' report of the votes cast by the members for the resolutions contained in the Postal Ballot Notice, based on the data downloaded from website of National Securities Depository Limited ("**NSDL**"), i.e. www.evoting.nsdl.com, authorized agency engaged by the Company to provide the electronic voting facility till the time fixed for closing of the voting process i.e. till 5:00 p.m. (IST) on Thursday, March 12, 2026.

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3. The Members of the Company as on the “cut-off date” i.e. Friday, February 06, 2026, were entitled to vote on the proposed resolutions to be passed through Postal Ballot by way of electronic voting means as set-out in the Postal Ballot Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the Postal Ballot.
4. The E-voting period remained open from 9:00 a.m. (IST) on Wednesday, February 11, 2026, till 5:00 p.m. (IST) on Thursday, March 12, 2026, on the designated website of NSDL i.e. www.evoting.nsdl.com
5. The Company completed the electronic dispatch of Postal Ballot Notice along with Explanatory Statement on Tuesday, February 10, 2026 to its members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the record date i.e. Friday, February 06, 2026 received from Depositories i.e. National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”), and whose e-mail id’s were registered with the Company and Depositories. Pursuant to MCA Circulars, the Company dispatched the Postal Ballot Notice through e-mails only to those members whose e-mail IDs were registered with the Company and Depositories.

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

6. In view of relaxation given by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, physical ballots were not dispatched, and accordingly, voting was done through electronic mode only.
7. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, advertisements were published by the Company in “**Financial Express**” (English) and “**Jansatta**” (Hindi) on February 11, 2026 informing about the completion of dispatch of Postal Ballot Notice to the Members, who have registered their e-mail ids with the Company/depositories along with other related matters mentioned therein.
8. I have monitored the process of electronic voting through the scrutinizer’s secured link provided by NSDL through its designated website.
9. After completion of electronic voting process, votes cast by the Members, were unblocked on Thursday, 12th day of March, 2026 at 05:06 PM (IST) in the presence of two witnesses, i.e. Mr. Mohit Varshney R/o Siddharth Vihar, Ghaziabad-201009, and Ms. Antika Mukherjee R/o Mayur Vihar, Phase-1, Delhi-110091, who are not in employment of the Company as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014.

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

1. To consider and approve appointment of Mr. Hitesh Sohanlal Jain (DIN: 00130023) as an Independent Director of the Company (Special Resolution):

(i) Voted in favour of and against the resolution:

Particulars	REMOTE E-VOTING			% of total number of valid votes cast
	Number of member(s) voted	No of shares held by members who voted	Votes Cast by them	
Favour	517	127196151	127172016	99.77
Against	35	293853	293853	0.23
Total	552	127490004	127465869	100.00

(ii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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2. To consider and approve appointment of Mr. Pradeep Udhas (DIN: 02207112) as an Independent Director of the Company (Special Resolution):

(i) Voted in favour of and against the resolution:

Particulars	REMOTE E-VOTING			% of total number of valid votes cast
	Number of member(s) voted	No of shares held by members who voted	Votes Cast by them	
Favour	483	117971278	117948025	92.53
Against	69	9841201	9517733	7.47
Total	552*	127812479*	127465758*	100.00

*Note-1: 1 (One) member holding 322586 equity shares have partially exercised the votes for 315325 equity shares in favour and for 7261 equity shares in against of the resolution and such members are counted twice for the purpose of result.

(ii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

14. Based on the aforesaid results, Resolutions as mentioned above, are deemed to have been passed with requisite majority on Thursday, March 12, 2026, being the last date of E-voting for the Members of the Company. Therefore, the Chairman or any other person as may be authorized by the Chairman in writing may declare the result thereof.

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15. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking You,

Yours faithfully,


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

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Shashikant Tiwari
Partner
Membership No.: F11919
Certificate of Practice No.: 13050
UDIN: F011919G004065861

Place: Delhi
Date: 13.03.2026

Countersigned by:
For and on behalf of
Kajaria Ceramics Limited


Chairman, or person authorized by him.