

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 October 16, 2025, through Postal Ballot by way of e-voting. As per the Scrutinizer's Report dated December 16, 2025, the results of Postal Ballot are as under:

PARTICULARS	VOTING DETAILS		
Item(s) of Notice of Postal Ballot dated October 16, 2025	To approve re-designation and appointment of Mr. Ashok Kajaria (DIN: 00273877) as the Chairman of the Company	To approve re-designation and appointment of Mr. Chetan Kajaria (DIN: 00273928) as the Vice Chairman of the Company	To approve re-designation and appointment of Mr. Rishi Kajaria (DIN: 00228455) as the Managing Director of the Company
Type of Resolution	Special Resolution	Special Resolution	Special Resolution
Total voting	126346687	126346681	126346681
Less: Invalid voting	0	0	0
Valid voting	126346687	126346681	126346681
Votes in favour of the Resolution	126039179	126292496	126295024
Votes against the Resolution	307508	54185	51657
Percentage of Votes in favour of Resolution	99.76%	99.96%	99.96%

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: December 16, 2025

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.: +91-124-4081281
CIN No.: L26924HR1985PLC056150, E-mail: info@kajariaceramics.com | Web.: www.kajariaceramics.com



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COMPANY SECRETARIES

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 October 16, 2025.

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 October 16, 2025 ("Postal Ballot Notice") in a fair and transparent manner.

I submit my report as under:

1. The management of the Company is responsible for ensuring the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder including general circular 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 Monday, December 15, 2025.



11-F, Pocket-IV, Mayur Vihar Phase-I, Delhi-110 091.

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3. The Members of the Company as on the "cut-off date" i.e Monday, November 10, 2025, 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 Sunday, November 16, 2025, till 5:00 p.m. (IST) on Monday, December 15, 2025 (both days inclusive), 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 Saturday, November 15, 2025 to its members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the record date i.e. Monday, November 10, 2025 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 November 16, 2025 informing about the completion of dispatch of Postal Ballot Notice to the Members, who have registered their e-mail ids with the Company/depositories 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 Monday, December 15, 2025 at 05:14 P.M. (IST) in the presence of two witnesses, i.e. Mohit Varshney R/o Gaur Siddhartham Society, Siddharth Vihar, Ghaziabad-201009 and Khushi Verma R/o. Street No. 1, Shakarpur, Opp. Metro Pillar No. 34-35, Delhi-110092 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.



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 approve re-designation and appointment of Mr. Ashok Kajaria (DIN: 00273877) as the Chairman 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	126090210	126039179	99.76
Against	49	666208	307508	0.24
Total	566*	126756418*	126346687	100.00

*Note: 4 (Four) members holding 409731 equity shares have partially exercised the votes for 358700 in favour and for 51031 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



2. To approve re-designation and appointment of Mr. Chetan Kajaria (DIN: 00273928) as the Vice Chairman 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	534	126343527	126292496	99.96
Against	31	412885	54185	0.04
Total	565*	126756412*	126346681	100.00

*Note: 4 (Four) members holding 409731 equity shares have partially exercised the votes for 358700 in favour and for 51031 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



3. To Approve re-designation and appointment of Mr. Rishi Kajaria (DIN: 00228455) as the Managing 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	537	126346055	126295024	99.96
Against	28	410357	51657	0.04
Total	565*	126756412*	126346681	100.00

*Note: 4 (Four) members holding 409731 equity shares have partially exercised the votes for 358700 in favour and for 51031 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 Monday, December 15, 2025, being the last date of E-voting for the Members of the Company. Therefore, the Chairman or any other person as may be authorized by the Chairman in writing may declare the result thereof.

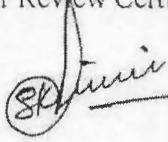


15. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking You,

Yours faithfully,

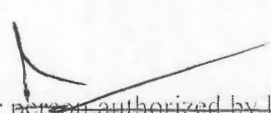
For Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 6689/2025



Shashikant Tiwari
Partner
Membership No.: F11919
Certificate of Practice No.: 13050
UDIN: F011919G002441247

Place: Delhi
Date: December 16, 2025

Countersigned by:
For and on behalf of
Kajaria Ceramics Limited



Chairman or person authorized by him.