

KAJARIA CERAMICS LIMITED

J-1/B-1 [Extn], Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110 044

Phones : 26946409 Fax : 26946407, 26949544

E-Mail : info@kajariaceramics.com Web Site : http://www.kajariaceramics.com

NOTICE

NOTICE is hereby given that Twenty Fourth Annual General Meeting of the members of Kajaria Ceramics Ltd will be held on **Saturday**, the 21st August 2010, at 12.00 Noon at the registered office of the Company i.e A-27 & 28, Sikandrabad Industrial Area, Sikandrabad, Distt Bulandshahr (U P) to transact the following business: -

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet as at 31st March 2010, the Profit & Loss Account for the year ended on that date together with the Report of the Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri R K Bhargava, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri D.P.Bagchi, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to authorize the Board to fix their remuneration.

Special Business:

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT in Partial modification of the resolution passed in the AGM held on 26th September 2007 and in accordance with the Article No. 122 & 124 of the Article of Association of the Company and provisions of the Section 198, 269, 309, 310, 311, 314 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII, as amended up to date, the approval of the members be and is hereby accorded for the revision of the remuneration of Mr. Ashok Kumar Kajaria, Chairman & Managing Director of the Company with effect from 1st April 2010 for the un-expired period of tenure of the appointment as set out in the supplemental agreement dated 16th March 2010 entered into by the Company with him and duly specified in the explanatory statement which forms the part of this resolution, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board Constituted to exercise its powers, including powers conferred by this resolution) to alter and vary the terms and conditions of appointment and /or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act 1956 or other statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT for the purpose of giving effect of the above resolution(s) the Board of directors of the company or any officer(s) authorized by it be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion thinks necessary and desirable".

7. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Article No. 122 & 124 of the Article of Association of the Company and in accordance with the provisions of the section 198, 269, 309, 311, 314 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII, as amended up to date, the approval of the company be and is hereby accorded for the appointment of Sh. Chetan Kajaria as Joint Managing Director of the Company for a period of 5 years with effect from 1st April 2010 on the terms and conditions including remuneration as set out in the agreement dated 16th March 2010 entered into by the Company with him and duly specified in the explanatory statement which forms the part of this resolution, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board Constituted to exercise its powers, including powers conferred by this resolution) to alter and vary the terms and conditions of appointment and /or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act 1956 or other statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT for the purpose of giving effect of the above resolution(s) the Board of directors of the company or any officer(s) authorized by it be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion thinks necessary and desirable."

8. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Article No. 122 & 124 of the Article of Association of the Company and in accordance with the provisions of the section 198, 269, 309, 311, 314 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII, as amended up to date, the approval of the company be and is hereby accorded for the appointment of

Sh. Rishi Kajaria as Joint Managing Director of the Company for a period of 5 years with effect from 1st April 2010 on the terms and conditions including remuneration as set out in the agreement dated 16th March 2010 entered into by the Company with him and duly specified in the explanatory statement which forms the part of this resolution, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board Constituted to exercise its powers, including powers conferred by this resolution) to alter and vary the terms and conditions of appointment and /or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act 1956 or other statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT for the purpose of giving effect of the above resolution(s) the Board of directors of the company or any officer(s) authorized by it be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion thinks necessary and desirable."

9. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act 1956 or any statutory modification(s) or enactment thereof, Sh. B.K.Sinha who was appointed as additional director of the Company, pursuant to the provisions of Section 260 of the Companies Act 1956 and Article 105 of the Article of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED THAT pursuant to Article No. 122 & 124 of the Article of Association of the Company and in accordance with the provisions of the section 198, 269, 309, 311, 314 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII, as amended up to date, the approval of the company be and is hereby accorded for the appointment of Sh. B.K.Sinha as Whole Time Director designated as Director- Technical of the Company for a period of 3 years with effect from 1st May 2010 on the terms and conditions including remuneration as set out in the agreement dated 30th April 2010 entered into by the Company with him and duly specified in the explanatory statement which forms the part of this resolution, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board Constituted to exercise its powers, including powers conferred by this resolution) to alter and vary the terms and conditions of appointment and /or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act 1956 or other statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT for the purpose of giving effect of the above resolution(s) the Board of directors of the company or any officer(s) authorized by it be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion thinks necessary and desirable."

By Order of the Board
For KAJARIA CERAMICS LTD

Regd.Office:
A-27& 28, Sikandrabad Indl Area
Distt Bulandshahr (U P)
Dated: 10th July 2010

R C Rawat
Sr. V. P. (F&A) & Company Secretary

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
2. Members are requested to bring their copies of Annual Report and Attendance slip at the time of meeting.
3. The relevant Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the Special Business is annexed hereto.
4. Register of Members shall remain closed from 12th August 2010 to 21st August 2010 (both days inclusive).
5. The dividend, if any, declared at this Annual General Meeting will be paid to those members whose names appear on the Register of Members of the Company as on 21st August 2010, after giving effect to all the valid transfers in physical forms lodged with the Company and its Registrar and Transfer Agent on before 11th August 2010.

In respect of the members whose shares are held in electronic form, the dividend will be paid to those beneficial owners as per details furnished by the depositories at the close of business hours **on 11th August 2010.**
6. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent of the Company M/s MCS Limited, F-65, 1st Floor, Okhla Industrial Area Phase-1, New Delhi 110020: -
 - i) any change in their mailing address;
 - ii) particulars of their bank account, in case the same have not been sent earlier, and
 - iii) share certificate(s) held in multiple accounts in identical manners or joint accounts in the same order of names, for consolidation of such shareholding into one account.

Further, please note that Members holding equity shares in electronic forms, are requested to contact for updation required in address, bank details, bank mandate, ECS mandate, power of attorney and registration of nomination to your DP and not to the Company or our Registrar.

7. Members who hold equity shares in dematerialized form are requested to write their client id and DP-id numbers and those who hold equity shares in physical forms are requested to write their folio number in the Attendance Slip for attending the meeting.
8. All the unpaid / unclaimed dividend upto the financial year 2001-02 have been transferred to Investor Education and Protection Fund as per the provision of Sec. 205C of the Companies Act, 1956. No claims will lie against the Company or the Fund in respect of unclaimed amount so transferred.

The unclaimed dividend declared in respect of the financial year 2002-03 is due to be transferred to investor education and protection fund. Members, who have not encashed their dividend warrant issued after 1st April, 2003 or any subsequent financial years so far, are requested to make their claim to the Share Department / Share Transfer Agent of the company.

9. Brief resume and other particulars of Mr. Ashok Kumar Kajaria, Mr. Chetan Kajaria, Mr. Rishi Kajaria, Mr. B.K.Sinha, Mr. R.K.Bhargava and Mr. D.P.Bagchi, as required under clause 49 of the Listing Agreement are enclosed.
10. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board resolution authorizing representative to attend and vote on their behalf at the Meeting.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary at the Corporate Office of the Company at J-1/B-1(Extn), Mohan Co-operative Industrial Estate, Mathura road, New Delhi-110044, 10 days before the meeting enabling the Management to keep the information ready.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 6

Mr. Ashok Kumar Kajaria has been re-appointed as Chairman & Managing Director of the Company w.e.f. 1.1.2007 for a period of 5 years. The Company has shown an excellent growth and tremendous performance under the dynamic leadership of Mr. Ashok Kumar Kajaria. Keeping in view the outstanding performance of the Company, it is proposed that the remuneration of Mr. Ashok Kumar Kajaria, Chairman & Managing Director of the Company, be revised for the un-expired tenure of his appointment i.e from 1st April 2010 to 31st December 2011.

The terms and conditions of appointment including remuneration of Mr. Ashok Kumar Kajaria, Chairman & Managing Director of the Company w.e.f 1st April 2010 for un-expired portion of the tenure (1st April 2010 to 31st Dec. 2011) of his appointment are as follows: -

That Mr. Ashok Kumar Kajaria, Chairman & Managing Director shall be entitled to the following remuneration w e f 1st April 2010:

1) Salary

Rs 5,00,000 – 80,000 – 5,80,000 /- per month.

In addition to salary, Mr. Ashok Kumar Kajaria, Chairman & Managing Director shall be entitled to the following perquisites.

2) Perquisites:

Perquisites are 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 rules, 1962. This however will be subject to a ceiling of 10% of the salary.

Medical Reimbursement

Re-imbursement of actual medical expenses incurred in India and / or abroad including hospitalization, nursing home and surgical charges, for self and family subject to a ceiling of one month's salary per year.

Leave Travel Concession

Leave Travel Concession (LTC) for self and family once in a year incurred in accordance with the rules of the Company.

Club Fee

Fee of Clubs, subject to maximum of two clubs. This will not include admission and life membership fees.

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.
- iii) Encashment of Leave at the end of tenure will not be included in the computation of ceiling on perquisites.

CATEGORY 'C'

Provision of Car with Driver and Telephone at the Residence will not be considered as perquisites. Personal long distance call on telephone and use of Car for private purpose shall be billed by the Company to the Chairman & Managing Director.

Other Terms and Conditions

- i) he will not be entitled to sitting fee for attending meeting of Board or of a Committee thereof.
- ii) If during the currency of tenure of the Chairman & Managing Director, the company has no profits or profits are inadequate, in any financial year, the Chairman & Managing Director shall be entitled to remuneration by way of salary and perquisites as per the limits prescribed in Schedule XIII to the Companies Act, 1956.

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

The Chairman & Managing Director holds office as such, subject to the provisions of section 283(1) of the Companies Act, 1956.

Your Board of Directors recommends the resolution for the approval of the members.

None of the Directors except Mr. Chetan Kajaria, Joint Managing Director and Mr. Rishi Kajaria, Joint Managing Director being relatives of Mr. Ashok Kumar Kajaria and Mr. Ashok Kumar Kajaria, Chairman & Managing Director himself is concerned or interested in this resolution.

The above mentioned terms and conditions may be treated as an abstract of the terms of Contract as desired under section 302 of the Companies Act 1956.

ITEM NO. 7

Mr. Chetan Kajaria was appointed as Whole Time Director of the Company with effect from 1st July 2007 for a period of 5 years. During his tenure the company has carried out the major expansion at its existing plants in Sikandrabad and Gailpur, thereby increasing its capacity from 13.80 mn TPA to 21.00 mn. TPA. Keeping in view of excellent performance of the company under his dynamic leadership, it is proposed to appoint him as Joint Managing Director of the Company for a period of 5 years w.e.f. 1st April 2010.

The terms and conditions of appointment including remuneration of Mr. Chetan Kajaria, Joint Managing Director of the company w.e.f 1st April 2010 are as follows: -

That the Mr. Chetan Kajaria, Joint Managing Director shall be entitled to the following remuneration w e f 1st April 2010:

1) Salary

Rs 4,00,000 – 60,000 – 6,40,000 /- per month.

In addition to salary, Mr. Chetan Kajaria Joint Managing Director shall be entitled to the following perquisites.

2) Perquisites:

Perquisites are 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 rules, 1962. This however will be subject to a ceiling of 10% of the salary.

Medical Reimbursement

Re-imbursement of actual medical expenses incurred in India and / or abroad including hospitalization, nursing home and surgical charges, for Self and family subject to a ceiling of one month's salary per year.

Leave Travel Concession

Leave Travel Concession (LTC) for self and family once in a year incurred in accordance with the rules of the Company.

Club Fee

Fee of Clubs, subject to maximum of two clubs. This will not include admission and life membership fees.

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.
- iii) Encashment of Leave at the end of tenure will not be included in the computation of ceiling on perquisites.

CATEGORY 'C'

Provision of Car with Driver and Telephone at the Residence will not be considered as perquisites. Personal long distance call on telephone and use of Car for private purpose shall be billed by the Company to the Joint Managing Director.

Other Terms and Conditions

- i) Joint Managing Director will not be entitled to sitting fee for attending meeting of Board or of a Committee thereof.
- ii) If during the currency of tenure of the Joint Managing Director, the company has no profits or profits are inadequate, in any financial year, the Joint Managing Director shall be entitled to remuneration by way of salary and perquisites as per the limits prescribed in Schedule XIII to the Companies Act, 1956.

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

The Joint Managing Director holds office as such, subject to the provisions of section 283(1) of the Companies Act, 1956.

Your Board of Directors recommends the resolution for the approval of the members.

None of the Directors except Mr. Ashok Kumar Kajaria, Chairman & Managing Director and Mr. Rishi Kajaria, Joint Managing Director being relatives of Mr. Chetan Kajaria and Mr. Chetan Kajaria Joint Managing Director himself is concerned or interested in this resolution.

The above mentioned terms and conditions may be treated as an abstract of the terms of Contract as desired under section 302 of the Companies Act 1956.

ITEM NO. 8

Mr. Rishi Kajaria was appointed as Whole Time Director of the Company on 17.07.2004. He was further re-appointed Whole Time Director of the Company w.e.f 17.07.2009. During his tenure the Company has made remarkable growth in the trading of vitrified / glaze porcelain tiles. Keeping in view of excellent performance of the company under his dynamic leadership, it is proposed to appoint him as Joint Managing Director of the Company for a period of 5 years w.e.f. 1st April 2010.

The terms and conditions of appointment including remuneration of Mr. Rishi Kajaria, Joint Managing Director of the company w.e.f 1st April 2010 are as follows: -

That the Mr. Rishi Kajaria, Joint Managing Director shall be entitled to the following remuneration w e f 1st April 2010:

1) Salary

Rs 4,00,000 – 60,000 – 6,40,000 /- per month.

In addition to salary, Mr. Rishi Kajaria the Joint Managing Director shall be entitled to the following perquisites.

2) Perquisites:

Perquisites are 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 rules, 1962. This however will be subject to a ceiling of 10% of the salary.

Medical Reimbursement

Re-imbursement of actual medical expenses incurred in India and / or abroad including hospitalization, nursing home and surgical charges, for Self and family subject to a ceiling of one month's salary per year.

Leave Travel Concession

Leave Travel Concession (LTC) for self and family once in a year incurred in accordance with the rules of the Company.

Club Fee

Fee of Clubs, subject to maximum of two clubs. This will not include admission and life membership fees.

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.
- iii) Encashment of Leave at the end of tenure will not be included in the computation of ceiling on perquisites.

CATEGORY 'C'

Provision of Car with Driver and Telephone at the Residence will not be considered as perquisites. Personal long distance call on telephone and use of Car for private purpose shall be billed by the Company to the Joint Managing Director.

Other Terms and Conditions

- i) Joint Managing Director will not be entitled to sitting fee for attending meeting of Board or of a Committee thereof.
- ii) If during the currency of tenure of the Joint Managing Director, the company has no profits or profits are inadequate, in any financial year, the Joint Managing Director shall be entitled to remuneration by way of salary and perquisites as per the limits prescribed in Schedule XIII to the Companies Act, 1956.

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

The Joint Managing Director holds office as such, subject to the provisions of section 283(1) of the Companies Act, 1956.

Your Board of Directors recommend the resolution for the approval of the members.

None of the Directors except Mr. Ashok Kumar Kajaria, Chairman & Managing Director and Mr. Chetan Kajaria, Joint Managing Director being relatives of Mr. Rishi Kajaria and Mr. Rishi Kajaria Joint Managing Director himself is concerned or interested in this resolution.

The above mentioned terms and conditions may be treated as an abstract of the terms of Contract as desired under section 302 of the Companies Act 1956.

ITEM NO. 9

Mr. B.K.Sinha is an eminent technical Professional who had started his career as Graduate Engineer with Hindustan Sanitaryware and subsequently served with Orient Ceramics, Somany Tiles as General Manager (Production), Asian Granito as Sr.Vice President, and Kaneria Granito as Technical Director. He has rich experience of about 40 years in the field of tiles production, quality control, R&D, technology transfer, standardization, projects, training and organization development etc.

It is proposed to appoint Mr. B.K.Sinha as Director- Technical of the Company for a period of 3 years with effect from 1st May 2010 as per the following terms and conditions:

That the Mr. B.K.Sinha, Director - Technical shall be entitled to the following remuneration w e f 1st May 2010:

1) Salary

Rs 1,35,000 – 15,000 – 1,65,000 /- per month.

In addition to salary, the Director- Technical shall be entitled to the following perquisites.

2) Perquisites:

Perquisites are 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 50% of the salary.

Medical Reimbursement

Re-imbursement of actual medical expenses incurred in India and / or abroad including hospitalization, nursing home and surgical charges, for self and family subject to a ceiling of one month's salary per year.

Electricity & Water Charges

The expenditure incurred by the company on gas, electricity, water and furnishings shall be valued as per Income tax rules, 1962. This will however be subject to a ceiling of one month's salary per year.

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.
- iii) Encashment of Leave at the end of tenure will not be included in the computation of ceiling on perquisites.

CATEGORY 'C'

Provision of Car with Driver and Telephone at the Residence will not be considered as perquisites. Personal long distance call on telephone and use of Car for private purpose shall be billed by the Company to the Director- Technical.

Other Terms and Conditions

- i) Director- Technical will not be entitled to sitting fee for attending meeting of Board or of a Committee thereof.
- ii) If during the currency of tenure of the Director- Technical, the company has no profits or profits are inadequate, in any financial year, the Director- Technical shall be entitled to remuneration by way of salary and perquisites as per the limits prescribed in Schedule XIII to the Companies Act, 1956.

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

The Director-Technical holds office as such, subject to the provisions of the Section 283 (1) of the Companies Act 1956.

That the Director-Technical shall be liable to retire by rotation.

Your Board of Directors recommend the resolution for the approval of the members.

None of the Directors except Mr. B.K.Sinha Director-Technical himself is concerned or interested in this resolution.

The above mentioned terms and conditions may be treated as an abstract of the terms of Contract as desired under section 302 of the Companies Act 1956.

**By Order of the Board
FOR KAJARIA CERAMICS LIMITED**

**DATE: 10th July 2010
PLACE: New Delhi**

**Sd/-
R C RAWAT
Sr. V. P. (F&A) & Company Secretary**

KAJARIA CERAMICS LIMITED

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(in pursuance of Clause 49 IV (g) (i) of the Listing Agreement)

Name of Directors	Mr. Ashok Kumar Kajaria	Mr. Chetan Kajaria	Mr. Rishi Kajaria	Mr. B.K.Sinha	Mr. D.P.Bagchi	Mr. R.K.Bhargava
Date of Birth	1 st August 1947	24 th December 1974	14 th October 1978	3 rd August 1949	21 st October 1942	26 th October 1935
Date of appointment	1 st January 1987	1 st April 2010	1 st April 2010	1 st May 2010	29 th June 2007	9 th November 1998
Qualification	B.Sc., BSME from California	BE Pune University MBA from Boston College, USA,	B.Sc. in Business Administration from Boston University (USA)	B.Tech (IIT Kanpur), PGDM (AIMA).	MA (Economics), M.Phil (Pub. Admin)	BA (hons), MA
Experience in specific	Sh. Ashok Kajaria is having more than 33 years of rich experience in the tiles industry, global marketing and business relating to Construction Industry.	He is a gold Medallist from Pune University where he has completed his Bachelor in Petro-Chemical Engineering. He is also an MBA from Boston College USA. Being Family Business have knowledge and experience of about 10 years in the Ceramics Industry.	He has been working as whole time Director in the Company since 2004. He has been exceptional in his performance and helped the company in diversifying itself into the market of polished Vitrified tiles. His performance is outstanding	He started his career as Graduate Engineer with Hindustan Sanitaryware and subsequently served with Orient Ceramics, Somany Tiles as General Manager (Production), Asian Granito as Sr.Vice President, and Kaneria Granito as Technical Director. He has rich experience of about 40 years in the field of tiles production, quality control, R&D, technology transfer, standardization, projects, training and organization development etc.	IAS officer, (Retd) and formally served as Secretary to Govt of India & Chief Secretary to Government of Orisa, further he is also a director on the Board of other companies.	IAS officer, (Retd) served in U.P. as 1) Industry Secty. 2) Finance Secty 3) Irrigation & Power Secty. 4) Chief Secty Served in Govt. of India as 1) Jt. Secty Petroleum 2) Jt. Secty Industries 3) Secty, Home 4) Secty Urban Development He has wide experience in industry, Finance and Infrastructure.
Directorship held in other Companies	1. Kajaria Exports Ltd. 2. Kajaria Housing & Infrastructure Ltd.	1. Kajaria Vision Private Ltd. 2. Kajaria Plus Private Ltd. 3. Cheri Ceramics Private Ltd. 4. Kajaria Housing and Infrastructure Ltd.	1. Kajaria Exports Ltd. 2. Kajaria Housing and Infrastructure Ltd. 3. Pearl Tile Marketing Pvt. Ltd. 4. Minar Durobuild Pvt. Ltd. 5. R.S.Infrarealtors Pvt Ltd. 6. Rishi Infradevelopers Pvt. Ltd. 7. Kajaria Vision Private Ltd.	NIL	1. Nilachal Ispat Nigam Ltd. 2. Visa Steel Ltd. 3. PTC India Ltd. 4. Jindal India Thermal Power Ltd. 5. Jindal India Powertech Ltd. 6. TK International Ltd. 7. Sahara Prime City Ltd. 8. Ind- Barath Power Infra Ltd.	1. WBW Consultants Pvt Ltd. 2. Duncan's Ltd. 3. H. B. Portfolio Ltd. 4. Vidhi Vedika Heritage (Pvt) Ltd. 5. Innova Hotels & Resorts Pvt Ltd 6. Noida Toll Bridge Company Ltd. 7. Andhra Cements Ltd 8. JCL International Pvt. Ltd 9. Asian Hotels (West) Ltd
Chairman/Members of the Committee of the Board of Directors of the Company	1. Chairman of Project Management Committee 2. Chairman of Remuneration Committee. 3. Member of Share Transfer and Investor Grievance Committee	1. Member of Project Management Committee 2. Member of Share Transfer and Investor Grievance Committee	1. Member of Project Management Committee	NIL	1. Member of Remuneration Committee	1. Member of Audit Committee 2. Member of Remuneration Committee
Chairman/Members of the Committee of the Board of Directors of other Companies	NIL	NIL	NIL	NIL	1. Chairman of Audit Committee of Nilachal Ispat Nigam Ltd. 2. Chairman of Selection Committee and Member of Audit Committee of Visa Steel Ltd. 3. Chairman of Audit Committee of TK International Ltd. 4. Member of Audit Committee of PTC India Ltd. 5. Member of Audit Committee of Jindal India Powertech Ltd.	1. Chairman of Audit Committee and Member of Investors Grievance Committee of Noida Toll Bridge Company Ltd. 2. Member of Audit Committee and Member of Share Transfer Committee of Asian hotels Ltd.(West) 3. Member of Audit Committee and Member of Share Transfer Committee of Duncans Ltd. 4. Chairman of Audit Committee and Member of Shareholders Committee of H B Portfolio Ltd. 5. Member of Audit Committee of Andhra Cements Ltd.
Shareholding as on 31 st March 2010 (No. of equity shares)	28,34,500 equity shares	7,50,000 equity shares	9,22,858 equity shares	NIL	NIL	14296 equity shares

KAJARIA CERAMICS LIMITED

Regd. Office: A-27 & 28, Sikandrabad Industrial Area, Sikandrabad, Distt. Bulandshahr (U.P.)

ATTENDANCE SLIP

I/We hereby record my/our presence at the 24th Annual General Meeting of the Company on 21st August 2010 at 12.00 Noon at the Regd. Office of the Company.

DP ID*	
Client ID*	

Master Folio No.	
No. of Share(s) held	

NAME OF THE SHAREHOLDER _____ (Signature)

NAME OF THE PROXY _____ (Signature)
(IN BLOCK LETTERS)

NOTE: You are requested to sign and hand over the slip at the entrance.

** Applicable for members holding shares in electronic form.

KAJARIA CERAMICS LIMITED

Regd. Office: A-27 & 28, Sikandrabad Industrial Area, Sikandrabad, Distt. Bulandshahr (U.P.)

FORM OF PROXY

DP ID*	
Client ID*	

Master Folio No.	
No. of Share(s) held	

I/We..... of
In the district ofbeing a member/ members of the above
named Company hereby appoint of
.....in the district ofor failing him
..... ofin the district of

as my/our proxy to attend and vote for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Saturday, the 21st day of August 2010 and at any adjournment thereof.

Please
affix Re 1
Revenue
Stamp.

Signed this..... day of2010

NOTE: The Proxy to be effective should be deposited at the Registered Office of the Company at A-27 & 28, Sikandrabad Industrial Area, Sikandrabad, Distt Bulandshahr (U P) not less than 48 hours before the commencement of the Meeting.

(Signature)

BANK MANDATE REQUEST SLIP

Name.....Folio No.....No. of Shares.....

- a. Bank / Branch Name & Address:
.....
.....
- b. Code number of the bank & branch as appearing on the MICR Cheque
- c. Account No. as appearing on the Cheque Book:.....(Saving/Current)
- d. STD Code & Telephone No.

(Signature)

In case you are holding shares in Demat form, kindly advice your Depository Participant to take note of your Bank Account particulars /ECS Mandates.