

06.09.2024

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

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

Dear Sir,

**Sub: Proceedings of the 38<sup>th</sup> Annual General Meeting of Kajaria Ceramics Limited**

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the proceedings of the 38<sup>th</sup> Annual General Meeting of Kajaria Ceramics Limited held on Friday, September 6, 2024 at 1:00 p.m. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

This is for your information and record.

Thanking You,

For Kajaria Ceramics Limited

R.C. 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

**SUMMARY OF PROCEEDINGS OF THE 38<sup>TH</sup> ANNUAL GENERAL MEETING OF KAJARIA CERAMICS LIMITED HELD ON FRIDAY, SEPTEMBER 6, 2024**

The 38<sup>th</sup> Annual General Meeting ('AGM' or 'Meeting') of Kajaria Ceramics Limited ('the Company') was held on Friday, September 6, 2024 at 1:00 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

The AGM was held in compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and latest one being Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs read with the SEBI's Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by the Securities and Exchange Board of India ('SEBI') [hereinafter collectively referred as 'Circulars'] and as per the applicable provisions of the Companies Act, 2013 read with Rules made thereunder, the Secretarial Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Directors Present:**

Mr. Ashok Kajaria	Chairman & Managing Director
Mr. Chetan Kajaria	Joint Managing Director
Mr. Rishi Kajaria	Joint Managing Director
Mr. Dev Datt Rishi	Non-Executive Director
Mrs. Sushmita Singha	Independent Director & Chairperson of Nomination and Remuneration Committee and Corporate Social Responsibility Committee
Dr. Lalit Kumar Panwar	Independent Director
Mr. Sudhir Bhargava	Independent Director & Chairman of Audit Committee and Stakeholders Relationship Committee
Mr. Rajender Mohan Malla	Independent Director

**In Attendance:**

Mr. R.C. Rawat	-	COO (A&T) & Company Secretary
Mr. Sanjeev Agarwal	-	Chief Financial Officer

**Invitees:**

Mr. Kartik Kajaria	-	Head (Adhesive Division)
Mr. Nalin Jain	-	Partner, Walker Chandiok & Co LLP (Statutory Auditors)
Mr. Rupesh Agarwal	-	Managing Partner, Chandrasekaran Associates (Secretarial Auditors)
Mr. Shashikant Tiwari	-	Partner, Chandrasekaran Associates (Scrutinizer)

Mr. Ashok Kajaria presided over the meeting.

1. Mr. R.C. Rawat, COO (A&T) & Company Secretary of the Company welcomed all the members of the Company, the Chairman, the Board of Directors, other stakeholders and dignitaries present in the Meeting.
2. As the requisite quorum was present, the Company Secretary called the meeting to order. He stated that Annual Report for the financial year 2023-24 along with Notice for the 38<sup>th</sup> AGM was circulated to the members of the Company whose e-mail addresses were registered with the Company/Depositories, except who had requested for the physical copy of the same and to all others who were entitled for the same through electronic mode.

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3. The Company Secretary further announced that the requisite registers and all other documents as referred in the Notice were open for inspection electronically during the AGM. He, thereafter, requested Mr. Ashok Kajaria, Chairman of the Company to take the proceedings further.
4. The Chairman welcomed all present at the 38<sup>th</sup> AGM and briefly introduced the Directors, Key Managerial Personnel and Invitees who were present in the Meeting through Video Conferencing. The Chairman also informed that the Chairperson of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee were present at the AGM. He further confirmed that the Company had made all efforts feasible to enable the members to participate in the Meeting through the video conferencing facility and vote electronically.
5. The Chairman delivered his speech and concluded by thanking the members, the employees, his colleagues on the Board and all the stakeholders for their continued support.
6. The Company Secretary informed the members, that there were no qualifications, observations, comments, disclaimer or adverse remarks in the Auditors' Report and the Secretarial Audit Report, which have any adverse effect on the functioning of the Company.
7. With the permission of the members present, the Notice convening the AGM, were taken as read.
8. The Chairman, then, briefed the objectives and implications of the Ordinary Business and Special Business set forth in the Notice of the AGM.
9. The Chairman informed that, the Company had provided the facility to cast the votes electronically during September 3, 2024 to September 5, 2024, on all resolutions set forth in the 38<sup>th</sup> AGM Notice. Members who were participating in the Meeting and had not cast their votes through remote e-voting were also provided an opportunity to cast their votes through e-voting in the Meeting.
10. The Chairman informed that Mr. Shashikant Tiwari, Partner of M/s Chandrasekaran Associates, Company Secretaries, who was appointed by the Board of Directors of the Company as the Scrutinizer for scrutinizing the voting process, in a fair and transparent manner. The Scrutinizer would consolidate the results of remote e-voting and e-voting at the AGM and then submit his consolidated report.
11. The Company Secretary announced that the names of the members who had registered themselves as speaker(s). The questions/queries raised by the speaker members were duly answered by the Chairman to the satisfaction of the members.
12. Thereafter, the Chairman announced that the e-voting process would remain open for another 30 minutes for members who have not yet cast their vote.
13. The following businesses were considered at the AGM:

Item Nos.	Details	Type of Resolution
<b>Ordinary Business</b>		
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2024 and Reports of Board of Directors and Auditors thereon	Ordinary Resolution
2.	To declare a final dividend of Rs. 6 per equity share for the financial year 2023-24	Ordinary Resolution
3.	To appoint a Director in place of Mr. Chetan Kajaria (DIN: 00273928), who retires by rotation at this Annual General	Ordinary Resolution

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	Meeting and being eligible has offered himself for re-appointment	
4.	To appoint a Director in place of Mr. Rishi Kajaria (DIN: 00228455), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment	Ordinary Resolution
Special Business:		
5.	To hold and continue to hold office or place of profit by Mr. Kartik Kajaria in the Company	Ordinary Resolution

14. The results will be declared, on receipt of the consolidated report from the Scrutinizer, not later than two working days or three days from the conclusion of the AGM, whichever is earlier. The results declared alongwith the Scrutinizer's Report will be placed on the Company's website and on the website of National Securities Depository Limited and will be communicated to the BSE Limited and National Stock Exchange of India Limited. The same will also be displayed at the Registered Office as well as the Corporate Office of the Company.
15. The Chairman concluded the AGM of the Company by thanking all the participants for attending the AGM and declared the AGM as closed.

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