

March 13, 2026

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

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

Dear Sir/Madam,

Sub: Passing of Special Resolution(s) by Postal Ballot

In continuation of our letter dated February 10, 2026 titled 'Notice of Postal Ballot, we wish to inform you that based on the voting on Postal Ballot through e-voting by the Members of the Company and as per the Scrutinizer's Report dated March 13, 2026 (enclosed as Annexure-A), the Special Resolution(s) for the items as set out in the Notice of Postal Ballot dated January 30, 2026, have been declared as passed with the requisite majority. A summary of the votes received on the Special Resolution(s) is given below:

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%

We enclose herewith the following:

1. Disclosures pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as Annexure-B.
2. Voting results in the format prescribed under Regulation 44 of the Listing Regulations as Annexure-C.

Kindly take the above 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

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
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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

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

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.

**Details of appointment(s) of Mr. Hitesh Sohanlal Jain and Mr. Pradeep Udhas
as the Independent Director(s) of the Company**

Sr. No.	Particulars	Mr. Hitesh Sohanlal Jain	Mr. Pradeep Udhas
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	The Members of the Company, through the postal ballot, have approved appointment of Mr. Hitesh Sohanlal Jain as the Independent Director of the Company for a period of five consecutive years effective from December 19, 2025 upto December 18, 2030.	The Members of the Company, through the postal ballot, have approved appointment of Mr. Pradeep Udhas as the Independent Director of the Company for a period of five consecutive years effective from December 19, 2025 upto December 18, 2030.
2.	Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment	With effect from December 19, 2025 upto December 18, 2030. Mr. Hitesh Sohanlal Jain will not be liable to retire by rotation.	With effect from December 19, 2025 upto December 18, 2030. Mr. Pradeep Udhas will not be liable to retire by rotation.
3.	Brief profile (in case of appointment)	Mr. Hitesh Sohanlal Jain has done LL.B. from Symbiosis Law College, Pune and LL.M. from London School of Economics, United Kingdom. He is a senior legal professional with over three decades of experience in commercial litigation, dispute resolution, regulatory advisory, and public policy. He is the Founding & Managing Partner of Parinam Law Associates, a full-service law firm recognised for its expertise in complex commercial, financial, and cross-border matters. Over the years, he has represented leading corporates, institutions, and high-growth enterprises before the Supreme Court of India, various High Courts, tribunals, and regulatory authorities. Mr. Jain served as a Member of the 23 rd Law Commission of India, where he contributed to research, consultations, and formulation of key policy recommendations on legal reform, judicial efficiency, and institutional governance. His work with the Commission reflects a deep	Mr. Pradeep Udhas has an MBA in Management Information Systems from Union College, New York. Mr. Pradeep Udhas was Senior Advisor to KPMG India Chairman and CEO. Earlier, he was a Senior Partner and Managing Partner West at KPMG India, which he co-founded 30 years ago. He has held various senior positions including Global roles in KPMG, incubated many new services, building up to multimillion dollar businesses. He has also been a founder of e2e Technologies, a US based Solution Architecture firm and has set up Greater Pacific Capital, a PE firm with focus on investing in India and China. His extensive background in global business, management consulting, technology, private equity and quality systems makes him uniquely qualified to pursue innovative global strategies.

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

		<p>engagement with the evolution of India's legal and regulatory architecture.</p> <p>He has served on the boards of prominent pharmaceutical companies, including Emcure Pharmaceuticals and Zuventus Healthcare, providing oversight on governance, compliance, risk management, and sector-specific regulatory frameworks.</p> <p>Beyond the legal and corporate sphere, Mr. Jain is actively involved in institution-building and social initiatives. He is a Founder-Member of Laqshya, an NGO dedicated to identifying and supporting sports athletes, and the Founder & Director of Blukraft Digital Foundation, which works on digital literacy, public engagement, and awareness programmes in the technology and policy space.</p> <p>A regular commentator on law and governance, Mr. Jain has authored numerous opinion pieces in Indian Express, Economic Times, Times of India, India Today, Firstpost, and other national publications, writing extensively on legal reforms, judicial processes, constitutional issues, and contemporary policy debates.</p>	<p>Presently, he is also the Independent Director of IndusInd Bank Limited, Hinduja Global Solutions Limited, Finolex Industries Limited and Sharekhan Limited.</p>
4.	Disclosure of relationships between Directors (in case of appointment of a director)	Mr. Hitesh Sohanlal Jain is not related to any Director of the Company.	Mr. Pradeep Udhas is not related to any Director of the Company.

As per the circular of the BSE Limited and the National Stock Exchange of India Limited relating to the 'Enforcement of SEBI Orders regarding appointment of Directors by the listed companies' dated June 20, 2018, Mr. Hitesh Sohanlal Jain and Mr. Pradeep Udhas are not debarred from holding the office of Director(s) pursuant to any SEBI order or any other such authority.

Kajaria Ceramics Limited

General information about company	
Scrip code	500233
NSE Symbol	KAJARIACER
MSEI Symbol	NOTLISTED
ISIN	INE217B01036
Name of the company	KAJARIA CERAMICS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	12-03-2026
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	Shashikant Tiwari
Firms Name	Chandrasekaran Associates
Qualification	CS
Membership Number	F11919
Date of Board Meeting in which appointed	30-01-2026
Date of Issuance of Report to the company	13-03-2026

Voting results

Record date	06-02-2026
Total number of shareholders on record date	93118
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve appointment of Mr. Hitesh Sohanlal Jain (DIN: 00130023) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75955231	75955231	100	75955231	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		75955231	75955231	100	75955231	0	100
Public-Institutions	E-Voting	59390088	50819293	85.5686	50526496	292797	99.4238	0.5762
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		59390088	50819293	85.5686	50526496	292797	99.4238
Public- Non Institutions	E-Voting	23926971	691345	2.8894	690289	1056	99.8473	0.1527
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23926971	691345	2.8894	690289	1056	99.8473
Total		159272290	127465869	80.0302	127172016	293853	99.7695	0.2305
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve appointment of Mr. Pradeep Udhas (DIN: 02207112) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75955231	75955231	100	75955231	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		75955231	75955231	100	75955231	0	100
Public-Institutions	E-Voting	59390088	50819293	85.5686	41302658	9516635	81.2736	18.7264
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		59390088	50819293	85.5686	41302658	9516635	81.2736
Public- Non Institutions	E-Voting	23926971	691234	2.8889	690136	1098	99.8412	0.1588
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		23926971	691234	2.8889	690136	1098	99.8412
Total		159272290	127465758	80.0301	117948025	9517733	92.5331	7.4669
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								