Kajaria
TRANSFORM YOUR WORLD

30.07.2016

The Deputy General Manager,
Bombay Stock Exchange
Corp. Relation Department,
1st Floor, New trading Ring, Rotunda Bldg
P J Towers, Dalal Street,
Fort, Mumbai-400001 (Stock Code : 500233)

Mr. Hari K- Vice –President
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), Mumbai-400051 (Stock Code : KAJARIACER)

Dear Sir,

Sub: -Notice of Annual General Meeting & Book Closure

This is to inform you that pursuant to the provisions of section 91 of the Companies Act 2013 and Regulation 42 of SEBI (LODR) Regulations 2015, notice is hereby given that 30th Annual General Meeting of the Shareholders will be held on Wednesday, 24th August 2016 at 4.00 P.M at Crowne Plaza Today, Sector-29, National Highway-8, Gurgaon, Haryana- 122001. Notice of the Annual General Meeting is enclosed herewith for your reference and records.

The Register of Members and Share Transfer Books of the Company will be closed from the, Thursday, 18th August 2016 to Wednesday, 24th August 2016 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if approved.

Further it is informed that the Company will provide remote e-voting facility to the shareholders for the purpose of casting vote on the resolutions proposed to be passed in the ensuing Annual General Meeting. The remote e-voting period commences from 21st August 2016 (Sunday) 9.00 A.M and ends on 23rd August 2016 (Tuesday) 5.00 P.M.

You are requested to take note of the same.

Thanking You

Yours faithfully,
For Kajaria Ceramics Ltd

R C Rawat
Executive V P (A&T) & Co Secretary

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

KAJARIA CERAMICS LIMITED

CIN : L26924HR1985PLC056150

Reg. Office: SF-11, Second Floor, JMD Regent Plaza, Mehrauli-Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana-122001

Phone: +91-0124-4081281

Corp. Office : J-1/B-1 (Extn), Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044

Phone: +91-011-26946409 **Fax:** +91-011-26946407

E-Mail: investors@kajariaceramics.com **Website:** http://www.kajariaceramics.com

NOTICE

NOTICE is hereby given that the 30th (Thirtieth) Annual General Meeting (AGM) of the members of Kajaria Ceramics Limited will be held on Wednesday, the 24th day of August, 2016 at 4.00 P.M at the Crowne Plaza Today, Sector 29, National Highway-8,Gurgaon – 122001, Haryana, to transact the following businesses: -

Ordinary Business:

1. To receive, consider and adopt:

   (a) The audited standalone financial statements of the Company including the Balance Sheet as at March 31, 2016, the statement of profit and loss, the cash flow statement for the financial year ended on March 31, 2016, notes to financial statements, the report of Board of Directors and Auditors thereon; and

   (b) The audited consolidated financial statements of the Company including the Balance Sheet as at March 31, 2016, the statement of profit and loss, the cash flow statement for the financial year ended on March 31, 2016, notes to financial statements, along with the auditiors' report.

   "RESOLVED THAT the audited standalone financial statements of the Company including the Balance Sheet as at March 31, 2016, the statement of profit and loss, the cash flow statement for the year ended on that date, notes to financial statements, reports of the Board and Auditors' thereon and the audited consolidated financial statements of the Company including the Balance Sheet as at March 31, 2016, the statement of profit and loss, the cash flow statement for the financial year ended on March 31, 2016, notes to financial statements, along with the auditiors' report thereon be and are hereby received, considered and adopted."

2. To declare a dividend of Rs.5/- per equity share:

   "RESOLVED THAT a final dividend of Rs.5 per equity share of Rs. 2/- each fully paid up for the financial year 2015-16 be and is hereby approved and declared."

3. To appoint a director in place of Mr. Basant Kumar Sinha (DIN: 03099241), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Basant Kumar Sinha (DIN: 03099241), who retires by rotation and being eligible, offers himself for re-appointment,be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To appoint Statutory Auditors of the Company and to fix their remuneration:

   "RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s. O.P Bagla & Co., Chartered Accountants (ICAI Registration No. 000018N) be and is hereby appointed as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting of the Company till the Conclusion of the next Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Special Business:

5. Re-appointment of Mr. Ashok Kajaria (DIN : 00273877) as Chairman & Managing Director of the Company

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of the Central Government or other Government authority / agency, if required, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Ashok Kajaria (DIN : 00273877) as Chairman & Managing Director of the Company, for a period of five years with effect from 1st April, 2016 on the following terms and conditions (including remuneration), 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 including designation, subject to the same not exceeding the limits as specified in section 197 read with Schedule V to the Companies Act, 2013 or other statutory modification(s) or re-enactment thereof."

Mr. Ashok Kajaria, Chairman & Managing Director of the Company shall be entitled to the following remuneration w.e.f; 1st April, 2016:

1) **Salary:**

Rs 17,50,000 – 1,80,000 – 26,50,000/- per month.

2) **Perquisites:**

i. **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.

ii. **Medical Allowance / Reimbursement of Medical Expenses :** Not exceeding one month's salary per year.

iii. **Insurance :** As per the policy of the Company for Directors and other senior employees, the Company may take an Employer-Employee Policy on his life. The policy may be assigned in his name in future. In such an event of assignment of the policy the same shall be treated as perquisite in his hands.

3) **Others :**

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.

and such other terms and conditions as set out in the agreement dated 27th January 2016 entered into by the Company with him.

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

6. Re-appointment of Mr. Basant Kumar Sinha (DIN: 03099241) as Director – Technical of the Company

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

"**RESOLVED THAT** pursuant to the recommendation of Audit Committee, Nomination and Remuneration Committee and approval of Board of Directors and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the Approval of the Central Government or other Government authority / agency, if required, the Consent of the shareholders of the Company be and is here by accorded to re-appoint Mr. Basant Kumar Sinha (DIN: 03099241) as Director- Technical of the Company, liable to retire by rotation, for a period of three years with effect from 1st April 2016 on the following terms and conditions (including remuneration), 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 including designation, subject to the same not exceeding the limits as specified in section 197 read with Schedule V to the Companies Act 2013 or other statutory modification(s) or re-enactment thereof."

Mr. Basant Kumar Sinha,Director-Technical of the Company shall be entitled to the following remuneration w.e.f 1st April 2016 :

1) **Salary:**

Rs. 3,14,000 – 30,000 – 3,74,000

2) **Perquisites:**

i. **Housing:**

Residential accommodation (furnished or otherwise) or house rent allowance at the rate of 50% 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.

ii. **Medical Allowance / Reimbursement of Medical Expenses:** Not exceeding one month's salary per year.

iii. **Insurance:** As per the policy of the Company for Directors and other senior employees, the Company may take an Employer-Employee Policy on his life. The policy may be assigned in his name in future. In such an event of assignment of the policy the same shall be treated as perquisite in his hands.

3) **Others:**

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.

and such terms and conditions (including remuneration) as set out in the agreement dated 27th January 2016 entered into by the Company with him

"**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) so authorized by it be and is hereby authorized to do all such acts, deeds and things as it discretion thinks necessary and desirable."

7. Sub-division of equity shares of the Company.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) , Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the equity shares of the Company having a face value of Rs 2/- each fully paid-up be sub-divided into two (2) equity shares having a face value of Re.1/- each fully paid-up."

"RESOLVED FURTHER THAT on sub-division, two (2) equity shares of face value of Re.1/- each be given in lieu of the existing One (1) equity share of face value of Rs. 2 /- each subject to the terms of the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT upon sub-division of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs.2 /- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in the case of the equity shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors of the Company (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) be and are hereby authorized to do all such acts, deeds, matters and things and give such directions as it may deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate, all or any of the powers herein conferred to any committee of directors or any other officer(s) of the Company."

8. Amendment in Clause V of the Memorandum of Association of the Company.

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following."

"The Authorized Share Capital of the Company shall be Rs. 35,00,00,000 divided into 25,00,00,000 (Twenty five crores) equity shares of Re.1/- each (Rupee one only) and 10,00,000 (ten lakh) Redeemable Preference shares of Rs. 100/- each (Rupees One Hundred only). The preference shares may be at par or at premium, convertible or non-convertible into equity shares, with or without voting rights, cumulative or non-cumulative and may carry such dividends, maturity periods and subject to such other terms and conditions as may from time to time be decided by the Board of Directors of the Company. The equity shares may be with the rights, privileges and conditions attached thereto as are provided by the regulation of the Company and power to increase and reduce the capital of the Company and to divide the shares in the capital of the Company for the time being in accordance with the provisions of the Act and the regulations of the Company and to vary, modify or abrogate in such manner as may for time being be provided by the regulation of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors of the Company (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) be and are hereby authorized to do all such acts, deeds, matters and things and give such directions as it may deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate, all or any of the powers herein conferred to any committee of directors or any other officer (s) of the Company."

By Order of the Board
For **Kajaria Ceramics Ltd**

Regd. Office: SF-11, Second Floor, JMD Regent Plaza,
Mehrauli-Gurgaon Road, Village Sikanderpur Ghosi,
Gurgaon, Haryana-122001

Ram Chandra Rawat
Executive V.P (A&T) & Co. Secretary
Membership Number : FCS No. 5101
Address-A-95, Madhubhan, Preet Vihar, Delhi 110092

Place: New Delhi
Dated: 16.06.2016

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 COMMENCEMENT OF ANNUAL GENERAL MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**

   A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.

2. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

3. Proxies are requested to bring the duly completed, filed, signed and stamped proxy forms at the Annual General Meeting. Incomplete proxy forms are considered to be as invalid and the proxy so appointed shall not be entitled to vote on the resolution in the Annual General Meeting. A proxy holder needs to show his identity at the time of attending the meeting. Further, in case if we receives multiple proxies for the same holding of a member, the proxy which is dated last shall be considered valid, if it is not dated then all the proxies so send by the member shall considered to be as invalid. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company provided that not less than three days of notice in writing is given to the company.

4. Members, Proxies and Authorised Representative(s) are requested to bring the duly filled and signed Attendance Slips (enclosed), complete in all respect along with their copy of Annual Report at the venue of Annual General meeting in order to enable us to register your attendance at the venue of the Annual General Meeting. Members are requested to bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

5. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote.

6. As per the provision of Section 72 of the Companies Act, 2013 (hereinafter referred to as 'Act'), the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. The members are requested to submit the complete and signed form SH-13 with their Depository Participant who holds the shares in dematerialized form and those who are holding physical shares shall send the same to M/s. MCS Share Transfer Agent Ltd (Share Transfer Agent). The form SH-13 is available on the website of the Company i.e. https://www.kajariaceramics.com/pdf/agm_referencer/Nomination_Form.pdf

   Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the Annual General meeting.

7. Members holding shares in physical form are requested to notify/send the following to the Registrar & Share Transfer Agent of the Company M/s MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase-1, New Delhi 110020: -

   i) Any change in their mailing address;

   ii) Particulars of their bank account & e-mail ids in case the same have not been sent earlier;

   iii) Members having multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate for consolidation into single folio.

   Further, please note that Members holding equity shares in electronic forms are requested to contact for updation required in address, e-mail ids, Bank details, Bank mandate, ECS mandate, power of attorney are to be intimated to their Depository Participant with whom they are maintaining the demat accounts.

8. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

9. The relevant explanatory statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.

   All documents referred to in the accompanying notice and the explanatory statement, are open for inspection at the registered office of the Company during the business hours, except on holidays, upto and including the date of AGM of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the company.

10. Brief resume and other particulars, as required under SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and SS-1, of Mr. Ashok Kajaria, and Mr. Basant Kumar Sinha are enclosed herewith.

11. A Route Map alongwith Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting and is also available on the website of the company.

12. The Registers of members and the share transfer books of the company will remain closed from Thursday, 18.08.2016 to Wednesday, 24.08.2016 (both days inclusive) in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, for the purpose of Annual General Meeting and determining names of the shareholders eligible for dividend on equity shares, if declared.

13. The dividend, if any, approved by the members at the Annual General Meeting will be paid on or before the 30th day from the date of declaration to those members;

    a) Whose names are appearing on the Register of Members of the Company as on 24.08.2016, after giving effect to all the valid transfers in physical forms lodged with the Company and its Registrar and Transfer Agent on or before 17.08.2016.

    b) 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 17.08.2016.

14. Members, who have not encashed their dividend warrant for the financial year 2008-09 and/or the dividend warrants issued for any subsequent financial years so far, are requested to make their claim to the Secretarial Department / Share Transfer Agent of the company or send an email to investors@kajariaceramics.com. However, all the unclaimed dividend pertaining to the financial years before the financial year 2008-09 have been transferred to the Investor Education and Protection Fund as per the provision of Sec. 205(C) of the Companies Act, 1956. Members may please note that no claim shall lie against the Company in respect of dividend which remains unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. However, the members having their shareholding in the Demat form are requested to provide their PAN details to their respective DPs and those who have in physical mode are requested to provide their PAN details to the company or its registrar.

16. (a) The Electronic copy of the Annual Report for the financial year ending 31st March, 2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

    (b) We propose to send all future communication in electronic mode to the email address provided by you. So, all the shareholders whose email –id is not registered with us are requested to please register their email address with DP / Registrar / Company, so that your company can contribute to the safety of environment.

    (c) For members who have not registered their email address, physical copies of the Annual report for the year ending 31st March, 2016 is being sent in the permitted mode and the same is placed on the website of the company viz. https://www.kajariaceramics.com/annual-reports/annualreport-15-16/.

17. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with the RTA or the Company and in case of dematerialized shares with the concerned depository Participants.

18. In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by Companies (Management and Administration) Amendments Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means provided by NSDL and the business may be transacted through e-voting Services. The company is pleased to offer the facility of the remote e-voting through electronic means as an alternate to all its members to enable them to cast their votes electronically instead of casting their vote physically at the meeting. The Company also offers the facility to the members present at the meeting to vote on the resolutions as set forth in the AGM notice through Ballot Paper.

    A person whose name is recorded in the register of members of beneficial owners maintained by the depositories as on the cut-off date viz: 17th August, 2016 (Wednesday) shall be entitled to avail the facility of remote e-voting as well as voting at AGM through Ballot Paper. Such person may obtain login ID and password by sending a request at the evoting@nsdl.co.in or contact Ms. Pallavi Mhatre- Assistant Manager.In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre- Assistant Manager (being person responsible to address the grievances connected to e-voting) of National Securities Depository Limited (NSDL), trade world, A wing, Fourth and fifth floor, Kamla Mills Compound, Lower Parel, Mumbai- 400013 at email id pallavid@nsdl.co.in and telephone no. 022-24994545 and on toll free no.1800-222-990. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

19. The Board of Directors of the Company has appointed Dr. S. Chandrasekaran (Membership No. FCS 1644, CP No. 715) and in his absence Mr. Rupesh Agarwal (Membership No. ACS 16302, CP No. 5673), Partners of Chandrasekaran Associates, Company Secretaries, having its office situated at 11F, Pocket –IV, Mayur Vihar, Phase-1, Delhi 110091, as Scrutinizer to scrutinize the poll and remote e-voting process in a fair and transparent manner.

20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

21. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

22. The instruction for e-voting are as under:

    (A.) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

    (i) Open the email and also open PDF file viz; "Kajaria remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

    (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

    (iii) Click on Shareholder - Login

    (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

    (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

    (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "REVEN" (Remote e-Voting Even Number) of Kajaria Ceramics Limited

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to investors@kajariaceramics.com or helpdesk@mcsregistrars.com with a copy marked to evoting@nsdl.co.in

Note: Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such case, you will need to go through the "Forget Password" option available on the site to reset the password.

(B.) In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy) :

(i) Initial password is provided on the Attendance Slip for the AGM :

REVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

I. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

II. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date i.e 17th August, 2016.

III. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th August, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investors@kajariaceramics.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or Share Transfer Agent at helpdesk@mcsregistrars.com.

IV. The remote evoting period commences on Sunday, 21st day of August, 2016 at 9.00 a.m. and ends on Tuesday, 23rd day of August, 2016 at 5.00 p.m. During this period members' of the Company, holding shares either in physical for or in dematerialized form, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The e-voting module shall be disabled for voting after 5.00 p.m. on Tuesday, 23rd day of August, 2016.

V. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

VI. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scruitinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him the Board, who shall countersign the same.

VII. The Chairman, or any other director authorized by the board, shall declare the result of the voting forthwith.

VIII. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.kajariaceramics.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited. The result will also be posted on the notice board of the Company at the registered office as well as at the head office and corporate office of the Company, if any.

23. The shareholders can opt for only one mode of voting i.e. remote e-voting or voting at AGM's Venue. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot / insta poll will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

24. 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 102 (1) OF THE COMPANIES ACT, 2013.

ITEM NO. 5

Mr. Ashok Kajaria is the founding Chairman and Managing Director of the Company, holds a Bachelors in Science (BSc.) Degree and pursued Engineering (BSME) at UCLA (California), USA.

He is widely credited with spearheading a transformation of the tile industry in India and is best known for being the pioneer behind launching large format wall tiles in the country and his catalytic role in revolutionising tile display and marketing.

In his career spanning over 40 years, his vision and foresightedness as an entrepreneur, dynamic leadership, stead fasted determination, and global marketing acumen has seen the rise of Kajaria from what started as a 1 MSM tile fledging in 1988 into an industry leader and most respected tile brand in India.

He is the Chairman and Managing Director of Kajaria Ceramics Limited and is a member of Audit Committee, stakeholder's relationship committee and Nomination and Remuneration Committee. Mr. Kajaria has held several important industry positions including President of PHD Chamber of Commerce, Chairman of the Indian Council of Ceramic Tile and Sanitaryware and member of the executive committee of Federation of Indian Chamber of Commerce and Industry.

Committed to the philosophy that the corporate sector should play a proactive role in promoting the cause of inclusive growth, Mr. Kajaria is keenly involved with the various philanthropic arms of the Company- providing structure and focus to the social outreach initiatives of the Company.

As on 31st March, 2016, he is holding 498002 shares of the Company.

It is specifically informed that during his tenure of appointment, Mr. Ashok Kajaria will be attaining the age of 70 years. It is therefore mandatory to take approval from the shareholders by way of special resolution and based on such terms and conditions as stated in the contract of service. He is not liable to retire by rotation.

It is proposed to re-appoint Mr. Ashok Kajaria as Chairman & Managing Director of the Company and to revise the remuneration of Mr. Ashok Kajaria, Chairman & Managing Director of the Company w.e.f. 1st April, 2016 for a period of 5 years (i.e. 1st April , 2016 to 31st March, 2021).

Accordingly, the Board recommends the special resolution in relation to the appointment of Mr. Ashok Kajaria as Chairman and Managing Director of the Company, for the approval by the shareholder of the company.

Save and except Mr. Ashok Kajaria Chairman & Managing Director, Mr. Chetan Kajaria Joint Managing Director and Mr. Rishi Kajaria Joint Managing Director and their relatives, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 5 except to the extent of their shareholding in the Company.

The details required under SEBI (LODR) Regulations, 2015 and Secretarial Standard -2 are provided at the end of the notice.

ITEM NO. 6

Mr. Basant Kumar Sinha is B.Tech (IIT Kanpur), PGDM (AIMA). He has been appointed as Director-Technical w.e.f. 1st May, 2010. He is liable to be retire by rotation.

He started his career as Graduate Engineer with Hindustan Sanitaryware and Industries Ltd. and subsequently served with Orient Ceramic Industries Ltd., as General Manager with Somany Tiles, as Senior Vice President with Asian Granito Ltd. and as Technical Director with Kaneria Granito Ltd. before joining Kajaria Ceramics. He has rich experience of about 46 years in the management of production, quality control, R & D, technology transfer, standardization, projects, outsourcing, training and organization development etc. in the field of Tiles & Sanitaryware.

As on 31st March, 2016, he does not hold any shares of the Company.

The details required under SEBI (LODR) Regulations, 2015 and Secretarial Standard -2 are provided at the end of the notice.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Basant Kumar Sinha as Director-Technical, for the approval by the shareholders of the company.

Save and except Mr. Basant Kumar Sinha and his relatives, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 6,except to the extent of his shareholding in the Company.

Item No. 7 & 8

The Equity Shares of the Company are listed on the BSE Ltd and National Stock Exchange of India Ltd and the shares are being traded on these stock exchanges. With a view to enhance the investor base of the company by encouraging the participation of the small investors and also to increase the liquidity of the equity shares of the Company, the Board of Directors at its meeting held on 16th June, 2016 has approved to sub-divide the nominal value of the equity share of the Company from Rs. 2/- per share to Re. 1/- per share, subject to approval of members.

Accordingly, each paid up equity share of nominal value Rs. 2/- (Rupees Two Only) each fully paid up of the Company, existing on the record date as may be fixed by the Board of Directors, shall stand sub divided into 2 (two) equity shares of Nominal Value of Re. 1/- (Rupee One only) each fully paid up.

The record date for the aforesaid sub division of the equity shares will be fixed after the approval of the shareholders is obtained, pursuant to this Annual General Meeting.

Consequent upon the split of shares, the Authorized Share Capital of the Company of Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) would comprise of 25,00,00,000 (Twenty Five Crores Only) Equity Shares of Rs. 1/- (Rupee One only) each and 10,00,000 (Ten Lakh only) preference shares of Rs.100 (Rupees Hundred each). Consequent upon the split of shares, the issued, subscribed and paid up capital of the Company is divided into 15,89,38,000 (Fifteen Crores Eighty Nine lakhs Thirty eight thousand only) equity shares of Rs.1/- each amounting to Rs. 15,89,38,000 /- (Rupees Fifteen Crores Eighty Nine lakhs Thirty eight thousand only).

The sub-division of equity shares would, inter alia, require appropriate adjustments with respect to all the stock options of the Company under its Employee Stock Option Scheme pursuant to the SEBI (SBEB) Regulations, 2014 and any amendments thereto from time to time, such that all the stock options outstanding as on Record Date (vested and unvested options including lapsed and forfeited options available for reissue) as well as stock options which are available for grant and those already granted but not exercised as on Record Date shall be proportionately converted into options for equity shares of face value of Re.1 each and the grant price of all the outstanding stock options shall be proportionately adjusted by dividing the existing grant price by 2.

The proposed sub division of equity shares of the Company from Rs. 2/- (Rupees Two only) per equity share to Re.1/- (Rupee One only) per equity share, requires alteration of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No.8.

The Board recommends the item No. 7 (Special Resolution) and Item No.8 (Ordinary Resolution) of the notice, for approval of the Members.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the registered Office of the Company on all working days during the office hours of the Company till the conclusion of the Annual General Meeting.

No Directors / key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No.7 and 8 of the Notice except to the extent of shares held by them, if any, in the Company.

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Secretarial Standard- 2 issued by ICSI and SEBI (LODR) Regulations 2015 as on the date of Notice

Name of Directors	Mr. Ashok Kajaria (DIN 00273877)	Mr. Basant Kumar Sinha (DIN 03099241)
Date of Birth	01.08.1947	05.08.1949
Age as on 31.03.2016	68 years	66 years
Date of first Appointment	20.12.1985	01.05.2010
Qualification	B.Sc, BSME, UCLA (California), USA	B.Tech (IIT Kanpur), PGDM (AIMA)
Experience	Mr. Ashok Kajaria is the founding Chairman and Managing Director of the Company, holds Bachelors in Science(BSc.) Degree and pursued Engineering (BSME) at UCLA (California), USA. He is widely credited with spearheading a transformation of the tile industry in India and is best known for being the pioneer behind launching large format wall tiles in the country and his catalytic role in revolutionising tile display and marketing. In his career spanning over 40 years, his vision and foresightedness as an entrepreneur, dynamic leadership, stead fasted determination, and global marketing acumen has seen the rise of Kajaria from what started as a 1 MSM tile fledging in 1988 into an industry leader and most respected tile brand in India. He is the Chairman and Managing Director of Kajaria Ceramics Limited and is a member of Audit Committee, stakeholder's relationship committee and Nomination and Remuneration Committee. Mr. Kajaria has held several important industry positions including President of PHD Chamber of Commerce, Chairman of the Indian Council of Ceramic Tile and Sanitaryware and member of the executive committee of Federation of Indian Chamber of Commerce and Industry. Committed to the philosophy that the corporate sector should play a proactive role in promoting the cause of inclusive growth, Mr. Kajaria is keenly involved with the various philanthropic arms of the Company- providing structure and focus to the social outreach initiatives of the Company.	He started his career as Graduate Engineer with Hindustan Sanitaryware and Industries Ltd. and subsequently served with Orient Ceramic Industries Ltd., as General Manager with Somany Tiles, as Senior Vice President with Asian Granito Ltd. and as Technical Director with KaneriaGranito Ltd. before joining Kajaria Ceramics. He has rich experience of about 46 years in the management of production, quality control, R & D, technology transfer, standardization, projects, outsourcing, training and organization development etc. in the field of Tiles & Sanitaryware.
Terms and conditions of Appointment	As per the agreement entered into by the Company with him.	As per the agreement entered into by the Company with him.
Remuneration sought and last drawn	As mentioned in Corporate Governance Report.	As mentioned in Corporate Governance Report.
Shareholding as on 31.03.2016	498002	NIL
Relationship with other Directors	He is the father of Mr. Chetan Kajaria and Mr. Rishi Kajaria, Joint Managing Directors of the Company.	NIL

No. of Board Meetings attended during the year 2015-16	4 (four)	1 (One)
Directorships held in other Public Limited Companies	1	NIL
Chairmanship / Membership of the Committee of Board of Directors of the Company	2	NIL
Chairmanship / Membership of the Committee of the Board of Directors of other Public limited Companies**	NIL	NIL
Board membership in listed companies as on 31.03.2016	NIL	NIL

Note:

** The Committee of Board of Directors includes only audit committee and stakeholder's relationship committee as per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By Order of the Board

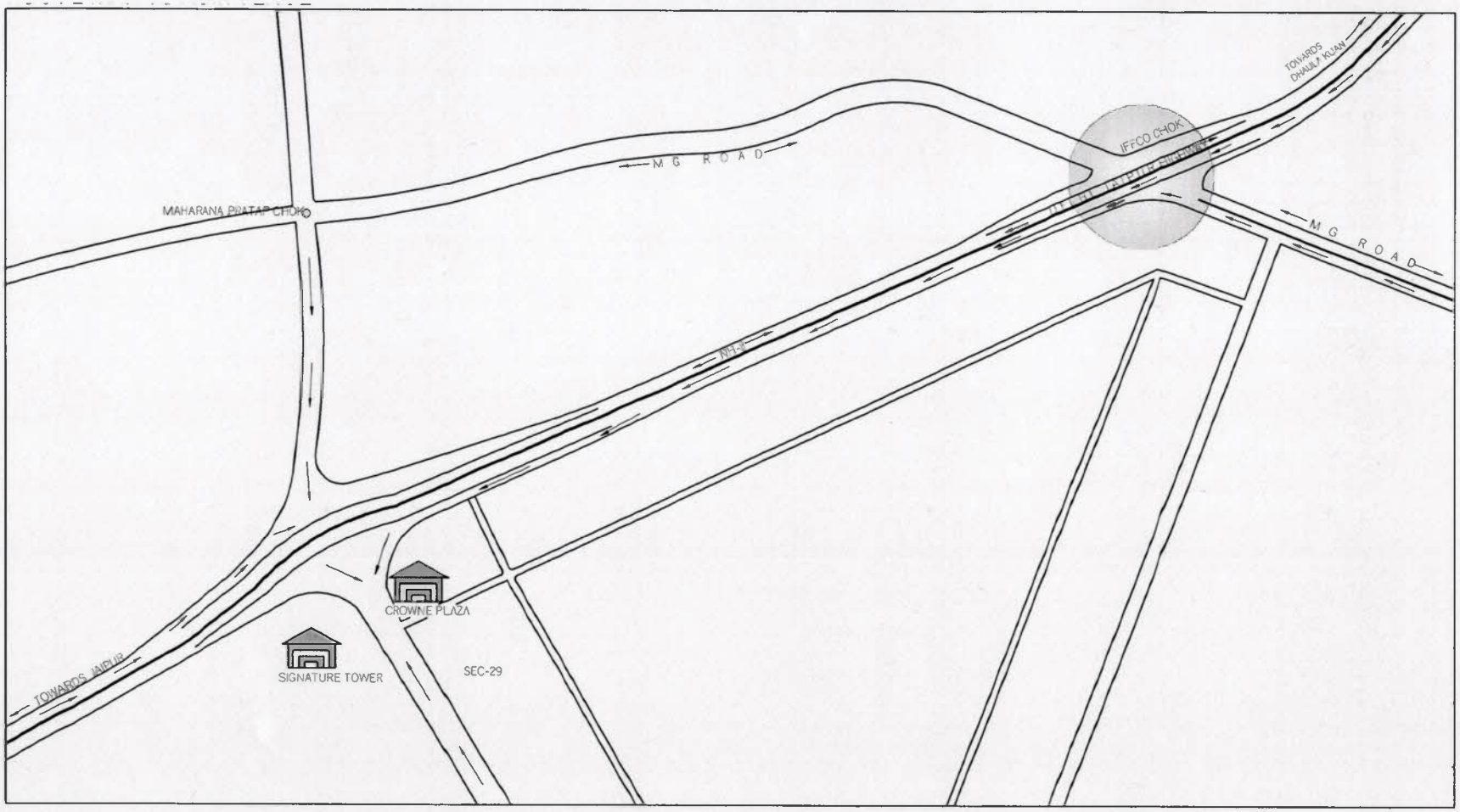
For **Kajaria Ceramics Ltd**

Regd. Office: SF-11, Second Floor, JMD Regent Plaza,
Mehrauli-Gurgaon Road, Village Sikanderpur Ghosi,
Gurgaon, Haryana-122001

Ram Chandra Rawat
Executive V.P (A&T) & Co. Secretary
Membership Number : FCS No. 5101
Address-A-95, Madhubhan, Preet Vihar, Delhi 110092

Place: New Delhi
Dated: 16.06.2016

ROUTE MAP TO AGM VENUE



KAJARIA CERAMICS LIMITED

CIN : L26924HR1985PLC056150
Reg. Office: SF-11, Second Floor, JMD Regent Plaza, Mehrauli-Gurgaon Road, Village Sikanderpur Ghosi, Gurgaon, Haryana-122001
Phone: +91-0124-4081281
Corp. Office : J-1/B-1 (Extn), Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044
Phone: +91-011-26946409 **Fax:** +91-011-26946407
E-Mail: investors@kajariaceramics.com **Website:** http://www.kajariaceramics.com

FORM NO. MGT-11
Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) Registered address E-mail ID Folio No/ Client ID DP ID	

I/We, being the member(s) of the Company having..... Equity Shares of the above mentioned company, herebyappoint;

1. Name ..... Address..... ..... E-mail ID ..... Signature....., or falling him
2. Name ..... Address..... ..... E-mail ID ..... Signature....., or falling him
3. Name ..... Address..... ..... E-mail ID ..... Signature....., or falling him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Wednesday, 24th day of August, 2016 at 4:00 P.M. at Crowne Plaza Today, Sector 29, National Highway-8, Gurgaon Haryana-122001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
1	To receive consider and adopt;
	(a) The audited standalone financial statements of the Company including the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the cash flow statement for the financial year ended on March 31, 2016, notes to financial statements,the report of Board of Directors' and Auditors' thereon; and
	(b) The audited consolidated financial statements of the Company including the Balance Sheet as at March 31, 2016, the statement of profit and loss, the cash flow statement for the financial year ended on March 31, 2016, notes to financial statements, along with the auditiors' report.
2	To declare a dividend of Rs.5/- per equity share.
3	To appoint a director in place of Mr. Basant Kumar Sinha (DIN: 03099241), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4	To appoint Statutory Auditors of the Company and to fix their remuneration.
5	Re-appointment of Mr. Ashok Kajaria (DIN : 00273877) as Chairman & Managing Director of the Company.
6	Re-appointment of Mr. Basant Kumar Sinha (DIN : 03099241) as Director– Technical of the Company.
7	Sub-division of equity shares of the Company.
8	Amendment in Clause V of the Memorandum of Association of the Company.

Signed this..... day of..... 2016

1. Signature of Proxy holder(s) ..... Signature of shareholder .....
2. Signature of Proxy holder(s) .....
3. Signature of Proxy holder(s).....

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. If the Company receives multiple Proxies for the same holdings of a Member, the Proxy which is dated last shall be considered valid and if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.
3. The shareholder may vote either 'For' or 'Against' on each resolutions.

KAJARIA CERAMICS LIMITED

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Phone: +91-11-26946409 **Fax:** +91-11-26946407
E-Mail: investors@kajariaceramics.com, **Website:** http://www.kajariaceramics.com

ATTENDANCE SLIP

30th ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the 30th Annual General Meeting of the Company, being held on Wednesday, 24th day of August, 2016 at 4:00 P.M. at Crowne Plaza Today, Sector 29, National Highway-8, Gurgaon, Haryana-122001

E-VOTING PARTICULARS

ELECTRONIC VOTING PARTICULARS

REVEN (Remote E-Voting Event Number)	USER ID	PASSWORD / PIN

.....	.....	.....
Members Folio/DP ID-Client ID No. (to be filled by the member)	Member's/Proxy's Name in Block Letters (to be filled by the member)	Member's/ Proxy's Signature (to be filled by the member/proxy)

The remote e-voting facility will be available for the following period:

Commencement of e-voting	From 21.08.2016 on 9:00 A.M.
Ending of e-voting	Upto 23.08.2016 on 5:00 P.M.

Note:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING.
2. Electronic copy of the Annual Report for the financial year 2015-2016 and the notice of Annual General Meeting along with the Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical Copy of Annual Report for the financial year 2015-2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all members whose email is not registered.