

June 23, 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 Sirs,

**Sub: Passing of Special Resolution by Postal Ballot**

In continuation of our letter dated May 23, 2026 titled 'Postal Ballot Notice – Buyback of Equity Shares of Kajaria Ceramics Limited ("Company")', 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 June 23, 2026 (enclosed as Annexure-A), the Special Resolution for the item as set out in the Postal Ballot Notice dated April 30, 2026, has been declared as passed with the requisite majority. A summary of the votes received on the Special Resolution is given below:

| <b>PARTICULARS</b>                                       | <b>VOTING DETAILS</b>   |
|--|---|
| <b>Item of Postal Ballot Notice dated April 30, 2026</b> | To consider buyback of upto 21,50,000 Equity Shares of the Company at a price of Rs. 1380/- per Equity Share, on a proportionate basis, through the "Tender Offer" route in accordance with the Companies Act, 2013 and the SEBI (Buyback of Securities) Regulations, 2018 (including rules/regulations/circulars made/issued thereunder) |
| <b>Type of Resolution</b>                                | Special Resolution  |
| <b>Total voting</b>                                      | 127831222   |
| <b>Less: Invalid voting</b>                              | 0   |
| <b>Valid voting</b>                                      | 127831222   |
| <b>Votes in favour of the Resolution</b>                 | 125049377   |
| <b>Votes against the Resolution</b>                      | 2781845   |
| <b>Percentage of Votes in favour of Resolution</b>       | 97.82%  |

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

Vinit Kumar  
General Counsel & 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

**Regd Office:** SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurugram-122001, Haryana, **Ph.:** +91-124-4081281

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



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**CHANDRASEKARAN ASSOCIATES®**

COMPANY SECRETARIES

**SCRUTINIZER'S REPORT**

To,  
**The Chairperson,**  
**KAJARIA CERAMICS LIMITED**  
 SF-11, Second Floor, JMD Regent Plaza,  
 Mehrauli Gurgaon Road, Village Sikanderpur,  
 Ghosi, Gurgaon - 122001

**Sub: Scrutinizers' Report on Postal Ballot conducted by way of electronic voting process in terms of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the Resolution(s) contained in the Notice dated April 30, 2026.**

Dear Sir,

I, Shashikant Tiwari Partner, M/s Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-1, 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 Resolution contained in the Notice dated April 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. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 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 Resolution 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](http://www.evoting.nsdl.com), authorized agency engaged by the Company to provide the electronic voting facility till the time fixed for closing of the voting process i.e. till 5:00 p.m. (IST) on Monday, June 22, 2026.



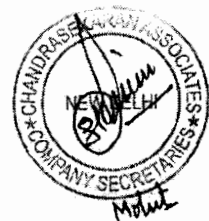
11-F, Pocket-IV, Mayur Vihar Phase-I, Delhi-110 091.

Phone : 2271 0514, 2271 3708, E-mail : [info@cacsindia.com](mailto:info@cacsindia.com), visit us at : [www.cacsindia.com](http://www.cacsindia.com)

3. The Members of the Company as on the "cut-off date" i.e. Friday, May 18, 2026, were entitled to vote on the proposed Resolution to be passed through Postal Ballot by way of electronic voting means as set-out in the Postal Ballot Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the Postal Ballot.
4. The E-voting period remained open from 9:00 a.m. (IST) on Sunday, May 24, 2026, till 5:00 p.m. (IST) on Monday, June 22, 2026, on the designated website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. The Company completed the electronic dispatch of Postal Ballot Notice along with Explanatory Statement on Saturday, May 23, 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, May 18, 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](http://www.kajariaceramics.com)), National Securities Depository Limited ("NSDL") ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Ltd. ([www.nseindia.com](http://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 May 24, 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 Monday, 22<sup>nd</sup> day of June, 2026 at 05:12 PM (IST) in the presence of two witnesses, i.e. Mr. Mohit Varsheny R/o. I-975, Gaur sidhartham, Ghaziabad 201009 and Ms. Kiranpreet Kaur R/o H-4 Block H, Sector 39, Noida. 201301, who are not in employment of the Company as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014.
10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.



11. Votes cast by the members through electronic voting were reconciled with the records maintained by the Registrars and Share Transfer Agent of the Company ("RTA") of the Company and authorizations, if any lodged with the Company.
12. This report is based on votes cast through electronic voting, which was downloaded from the e-voting website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. After ascertaining the votes cast through electronic voting, I hereby submit the result as under:

**To consider buyback of upto 21,50,000 Equity Shares of the Company at a price of Rs. 1380/- per equity share, on a proportionate basis, through the "Tender Offer" route in accordance with the Companies Act, 2013 and the SEBI (Buy-Back of Securities) Regulations, 2018 (including Rules/Regulations/Circulars made/issued thereunder) (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       | 596                       | 125294786                              | 125049377          | 97.82                                 |
| Against      | 25                        | 2781845                                | 2781845            | 2.18                                  |
| <b>Total</b> | <b>621*</b>               | <b>128076631*</b>                      | <b>127831222*</b>  | <b>100.00</b>                         |

Note: Six members holding 365798 equity shares had exercised their votes for 120389 equity shares and has not exercised their vote for 245409 equity shares.

(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, Resolution as mentioned above, is deemed to have been passed with requisite majority on Monday, June 22, 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.
  
- 15. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking You.

Yours faithfully,


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

Shashikant Tiwari  
Partner  
Membership No.: F11919  
Certificate of Practice No.: 13050  
UDIN: F011919H000669664

Place: Delhi  
Date: June 23, 2026

Countersigned by:  
For and on behalf of  
**Kajaria Ceramics Limited**

  
~~Chairman~~ or person authorized by him.

## Annexure-B

| Details in relation to Buyback |   |  |
|--------------------------------|---|--|
| Sr. No.                        | Particulars   | Details  |
| 1.                             | Number of securities proposed for the Buyback   | Buyback of upto 21.50 Lacs (Twenty One Lacs Fifty Thousand only) Equity Shares of the Company.   |
| 2.                             | Number of securities proposed for the Buyback as a percentage of existing paid up capital | Buyback of upto 21.50 Lacs Equity Shares representing 1.35% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company (on a standalone basis).  |
| 3.                             | Buyback price   | Rs. 1380/- (Rupees One Thousand Three Hundred Eighty only) per Equity Share, payable in cash, for an amount aggregating upto Rs. 296.70 crores (Rupees Two Hundred Ninety Six Crores and Seventy Lacs only).   |
| 4.                             | Actual securities in number and percentage of existing paid up capital bought back        | Buyback of upto 21.50 Lacs Equity Shares aggregating up to 1.35% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company (on a standalone basis).<br><br>However, the actual number of equity shares and percentage of existing paid-up capital bought back shall be ascertained following completion of the Buyback. |
| 5.                             | Pre & Post shareholding pattern   | Please refer to <b>Annexure B1</b> below.  |

## Annexure-B1

| Pre-Buyback Shareholding Pattern* of the Company as on June 19, 2026*                          |                        |                         |  |
|--|------------------------|-------------------------|--|
| Category of Shareholders   | Pre-Buyback**          |                         |  |
|  | Number of Shareholders | Number of Equity Shares | % to the existing equity share capital |
| Promoters & Promoter Group along with persons acting in concert (collectively 'the Promoters') | 17                     | 75955231                | 47.69                                  |
| Foreign Investors (including Non-Resident Indians, FII's and FPI's)                            | 3177                   | 19480024                | 12.23                                  |
| Financial Institutions/Banks & Mutual Funds/Institutions                                       | 59                     | 41445644                | 26.02                                  |
| Others (Public, Bodies Corporate, etc.)  | 118704                 | 22391391                | 14.06                                  |
| <b>Total</b>   | <b>121957</b>          | <b>159272290</b>        | <b>100.00</b>                          |

\* Pre-Buyback Shareholding Pattern is based as per the last weekly beneficiary position data as on June 19, 2026, furnished by the Company's Registrar & Share Transfer Agent.

\*\* Post-Buyback Shareholding Pattern of the Company shall be ascertained subsequently.

## Kajaria Ceramics Limited

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Regd Office: SF-11, Second Floor, JMD Regent Plaza, Mehrauli Gurgaon Road, Village Sikanderpur Ghosi, Gurugram-122001, Haryana, Ph.: +91-124-4081281

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

| 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) | 22-06-2026               |
| Start time of the meeting   |                          |
| End time of the meeting   |                          |

**Scrutinizer Details**

|   |                                |
|---|--------------------------------|
| Name of the Scrutinizer                   | MR. SHASHIKANT TIWARI          |
| Firms Name                                | M/S. CHANDRASEKARAN ASSOCIATES |
| Qualification                             | CS                             |
| Membership Number                         | F11919                         |
| Date of Board Meeting in which appointed  | 30-04-2026                     |
| Date of Issuance of Report to the company | 23-06-2026                     |

| <b>Voting results</b>  |            |
|--|------------|
| Record date  | 18-05-2026 |
| Total number of shareholders on record date                                  | 106330     |
| 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                                      | 1          |
| 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 BUYBACK OF UPTO 21,50,000 EQUITY SHARES OF THE COMPANY AT A PRICE OF RS. 1380/- PER EQUITY SHARE, ON A PROPORTIONATE BASIS, THROUGH THE "TENDER OFFER" ROUTE IN ACCORDANCE WITH THE COMPANIES ACT, 2013 AND THE SEBI (BUYBACK OF SECURITIES) REGULATIONS, 2018 (INCLUDING RULES/REGUALTIONS/CIRCULARS MADE/ISSUED THEREUNDER) |                          |                        |                                      |                                    |
| 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                      | 58826759           | 51767679            | 88.0002   | 48986902                 | 2780777                | 94.6284                              | 5.3716                             |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 58826759            | 51767679  | 88.0002                  | 48986902               | 2780777                              | 94.6284                            |
| Public-Non Institutions  | E-Voting                      | 24490300           | 108312              | 0.4423  | 107244                   | 1068                   | 99.014                               | 0.986                              |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 24490300            | 108312  | 0.4423                   | 107244                 | 1068                                 | 99.014                             |
| Total  |                               | 159272290          | 127831222           | 80.2595   | 125049377                | 2781845                | 97.8238                              | 2.1762                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        |                                      |                                    |