

## DIRECTOR'S REPORT

### Dear Shareholders,

Your Directors are pleased to present the 34th Annual Report together with the audited financial statements of your Company for the financial year ended 31st March 2020.

### FINANCIAL RESULTS

The Company's financial performance for the year ended on 31st March 2020 is summarized below: (₹ in Crores)

Particulars	Standalone		Consolidated	
	Year ended 31st March 2020	Year ended 31st March 2019	Year ended 31st March 2020	Year ended 31st March 2019
Revenue from Operations	2572	2726	2808	2956
Profit Before Other Income, Exceptional Items, Depreciation, Interest and taxes	376	400	416	449
Profit before Tax	339	373	312	358
Tax Expense	60	127	59	129
Profit After Tax (before Minority interest)	279	246	253	229
Minority Interest	-	-	(2)	2
Profit After Tax (after Minority interest)	279	246	255	227

### FINANCIAL HIGHLIGHTS AND STATE OF AFFAIRS OF THE COMPANY

Kajaria shone as one of the bright stars in an otherwise lackluster ecosystem for the tile sector. Our efforts to swim against the tide arrested our decline – our revenue contracted by about 6% while the Profit before Tax was a lower by 8%. Net profit, on the other hand, upped by 13% owing to the introduction of the new tax regime which reduced the Company's tax liability.

The State of Affair of the Company is detailed in the 'Management Discussion and Analysis' section which forms part of this report.

### OUTLOOK

The onset of Fiscal 2020-21 has been anything but promising. The pandemic has paused our fast paced world giving us a much needed breather to rethink our part and to draw the contours of a sustainable business strategy that encompasses all business stakeholders.

The Government's efforts to infuse liquidity into an otherwise parched business world, has helped in improving sentiments. Having said that, we remain hopeful that demand would resurface as we near the festive season. Our optimism rests on the reality that almost all our dealers are back in business. Volumes are

definitely resurfacing as every Indian has come to terms with the coronavirus – as any other health issue which is here to stay. They are already doing their bit to move the wheels of the economy. Also, we are convinced that the unrelenting efforts the Indian pharmaceutical world will, very soon, develop a solution that will neutralize the adversities of this virus infusing fresh confidence into the Indian populous.

We expect to sail through the subdued first half of the current year comfortably. This is owing to our strengths namely our reach, range, recognition and respect which will allow us to capitalise on opportunities as and when they emerge.

Moreover, India's medium-term prospects appear promising for she is now being increasingly looked upon as a critical keystone in the global supply chain universe. This suggests that global majors could consider establishing a base in India in the near term. This, when it happens would brighten the prospects for real estate sector and the domestic tile industry.

### DIVIDEND

The Board of Directors of the Company had declared Interim Dividend of ₹3/- (i.e. 300%) per equity share for the year ended 31st March, 2020 at their meeting held on 10th February, 2020 and accordingly, during the year 2019-20, the Company had

paid the Interim Dividend for the year ended 31st March, 2020 aggregating to ₹47.69 crores (excluding Corporate Dividend Tax of ₹9.80 crores). The said Interim Dividend deemed to be Final Dividend for the financial year ended March 31, 2020. In view of same, your Directors have not recommended final dividend for the financial year ended on 31st March 2020.

### CONSOLIDATED FINANCIAL STATEMENTS

The Company adopted Indian Accounting Standard (Ind-AS) from 1st April, 2016 and accordingly, the Consolidated Financial Statements have been prepared in accordance with the Accounting Standard notified under Section 133 of the Companies Act, 2013 and the relevant rules issued thereunder read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') and the other accounting principles generally accepted in India. The Consolidated Financial Statements form part of the Annual Report.

During the year under review, there are no material changes and commitments affecting the financial position of the company and also no change in the nature of business of the company.

### HOLDING, SUBSIDIARIES, ASSOCIATE, JOINT VENTURE COMPANIES AND THEIR PERFORMANCE

During the year under review, no new company has become or ceased as subsidiary of the Company. A report on performance and financial position (Form AOC-1) of each of the subsidiaries as per the Companies Act, 2013 is provided as Annexure-1.

### SHARE CAPITAL

The Authorised Share Capital of the Company is ₹129,10,00,000 (Rupees One Hundred Twenty Nine Crores Ten Lakh only) divided into 52,00,00,000 (Fifty Two Crores) Equity Shares of Re. 1/- each (Rupee One) aggregating to ₹52,00,00,000 (Rupees Fifty Two Crores Only) and 77,10,000 (Seventy Seven Lacs Ten Thousand Only) Redeemable Preference Shares of ₹100/- each (Rupees One Hundred Only) aggregating to ₹77,10,00,000 (Rupees Seventy Seven Crores Ten Lakh Only).

During the year 2019-20, the Company's paid up share capital has been increased by issue of 6,900 equity shares of Re. 1/- each pursuant to the Kajaria Ceramics Employee Stock Option Plan 2015. Accordingly, the paid up share capital of the Company, as on 31st March, 2020, was 15,89,57,200 equity shares of Re. 1 each.

The Company has not issued shares with differential voting rights or sweat equity shares during the year 2019-20. As on 31st March, 2020, none of the Directors of the Company hold any instruments convertible into equity shares of the Company.

### EMPLOYEE STOCK OPTION SCHEME

Kajaria Ceramics Employee Stock Option Plan 2015 ('The ESOP Plan 2015') was approved by the shareholders of the Company on 7th September, 2015 for issue and allotment of options exercisable into not more than 10,62,000\* equity shares of Re. 1 each (Originally the ESOP Plan 2015 was for 5,31,000 equity shares of ₹2 each) to eligible employees of the Company and its subsidiaries. The ESOP Plan 2015 is administered by the Nomination and Remuneration Committee of the Board of Directors of the Company. On 20th October 2015, the Nomination and Remuneration Committee of the Company had granted 4,58,000\* equity shares of Re. 1 each ('Stock option') to the employees of the Company and its subsidiaries. 1,26,000 equity shares of Re. 1 each (29,000 equity shares during the year 2019-20, 44,000 equity shares during the year 2018-19, 13,000 equity shares during the year 2017-18 and 40,000 equity shares during the year 2016-17) had been forfeited due to resignation/death of ESOP Option holders. Details regarding the ESOP Plan 2015 are given at Note No. 43 to the financial statements.

During the year under review, there are no material changes in the ESOP Plan 2015 and the same is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014 ('ESOP Regulations'). The disclosures under Regulations 14 of ESOP Regulations is uploaded on the Company's website viz.: [https://www.kajariaceramics.com/pdf/disclosure\\_pursuant\\_to\\_reg\\_14\\_of\\_sebi\\_sbeb\\_reg\\_2014\\_for\\_fy\\_2019\\_20.pdf](https://www.kajariaceramics.com/pdf/disclosure_pursuant_to_reg_14_of_sebi_sbeb_reg_2014_for_fy_2019_20.pdf)

\* During the year 2016-17, equity shares of the Company had been sub-divided from ₹2 per share to ₹1 per share.

### TRANSFER TO RESERVES

During the year under review, there is no transfer of fund to the Company's General Reserve Account.

### DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the provisions of the Companies Act, 2013, the Directors confirm that:

## DIRECTOR'S REPORT CONTD.

- i) In the preparation of the annual accounts for the year ended on 31st March, 2020, the applicable accounting standards have been followed and no material departures have been made from the same;
- ii) Appropriate accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2020 and of the profit of the Company for the period ended 31st March, 2020;
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts have been prepared on a going concern basis;
- v) The Company is following up the proper Internal financial controls and such internal financial controls are adequate and are operating effectively; and
- vi) The Company has devised proper systems to ensure the Compliance with the provisions of all the applicable laws and that such systems are adequate and operating effectively.

### CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance requirements as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation'). A separate section on corporate governance, along with a certificate from M/s Chandrasekaran Associates, Practicing Company Secretary confirming the compliance, is annexed and forms part of the Annual Report.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis on matters related to the business performance as stipulated in the Listing Regulations is given as a separate section in the Annual Report.

### RELATED PARTY TRANSACTIONS

For all related party transactions, prior omnibus approvals of the Audit Committee and the Board of Directors, as may be required under the applicable laws, are usually obtained on

yearly basis, which are of a foreseen and repetitive nature and such approval is in the interest of the Company. The transactions entered into, pursuant to the omnibus approvals so granted, are placed before the Audit Committee by way of a statement giving details of all related party transactions for its review. All related party transactions are disclosed in Note No. 40 to the financial statements. Material related party transactions with subsidiaries which are at arm's length price are disclosed in Form AOC-2 annexed as Annexure- 2. The Related Party Transactions Policy is uploaded on the Company's website i.e. <https://www.kajariaceramics.com/pdf/RelatedPartyTransactionPolicy.pdf>

### CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In terms of provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has formulated a Corporate Social Responsibility Policy ('CSR Policy') indicating the activities to be undertaken by the Company. The constitution of the Corporate Social Responsibility Committee ('CSR Committee') is disclosed in the Corporate Governance Report.

The Corporate Social Responsibility ('CSR') Policy may be accessed on the Company's website i.e. [https://www.kajariaceramics.com/pdf/CSR\\_Policy.pdf](https://www.kajariaceramics.com/pdf/CSR_Policy.pdf)

Your Company strives to make a difference in the lives of people with a special focus on neighbouring and local areas of the Company's manufacturing locations. Your Company has implemented various CSR programmes / projects which made positive impacts mainly in the areas of health, sanitation, conservation of natural resources, social relief, promoting sports, Welfare of Armed Forces, Rural Development and education, etc. During the year under review, the CSR programmes initiated by the Company includes taking steps for Swachh Bharat, preventive health care, constructing sanitation facilities in the schools, etc. near the manufacturing facilities, contributing to the education and social economic development of under privileged children and for rural area development. These CSR initiatives are implemented directly and through various trusts / societies / NGOs. These projects are also in accordance with Schedule VII of the Companies Act, 2013.

The Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as Annexure-3, forming part of this Report. The Company

has incurred CSR expenditure of ₹5.98 Crores during the financial year 2019-20, being about 76.67% in the required expenditure on CSR. The shortfall was due to non-identification of appropriate projects/programmes as the Company is looking for a long-term projects/programmes which will benefit to the society at large in line with the intend of laws for which CSR provisions have been made in the statute.

### SCHEME OF AMALGAMATION

During the year 2019-20, the Board of Directors had adopted a Scheme of Arrangement, which provides for, inter-alia, the amalgamation of Kajaria Tiles Private Limited (Formerly known as Kajaria Floera Ceramics Private Limited), wholly-owned subsidiary with the Company with appointed date as 1st April, 2019 ('Scheme') and the same was filed before the Hon'ble National Company Law Tribunal, Chandigarh Bench ('NCLT') vide application dated 26th September, 2019 for approval under Sections 230-232 read with other applicable provisions of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Company has received the order dated 3rd February, 2020 from the National Company Law Tribunal, Chandigarh Bench, Chandigarh with respect to the first motion application filed by the Company. The Company has filed the Second Motion Application with the National Company Law Tribunal, Chandigarh Bench, Chandigarh.

### RISK MANAGEMENT

Your Company understands the importance of various risks faced by it and has adopted a Risk Management Policy which establishes various levels of accountability within the Company. The Company has also constituted a Risk Management Committee which ensures that the Company has appropriate and effective risk management systems which carries out risk identification, assessment and ensures that risk mitigation plans are in place. The Risk Management Committee identifies, from time to time, various risks to which the Company is subject to and has accordingly, aligned the concerned departments to take the necessary mitigating steps. Risk management has been interlinked with the annual planning exercise where each function and business carries out fresh risk identification, assessment and draws up treatment plans.

A Risk Management Policy in terms of provisions of Section 134(3) (n) of the Companies Act, 2013 is in place and is uploaded on the Company's website i.e. [https://www.kajariaceramics.com/pdf/Risk\\_Management\\_Policy.pdf](https://www.kajariaceramics.com/pdf/Risk_Management_Policy.pdf)

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company believes in a strong internal control framework, which is necessary for business efficiency, management effectiveness and safeguarding assets. The Company has a well-defined internal control system in place, which is designed to provide reasonable assurance related to operation and financial control. The Management of the Company is responsible for ensuring that Internal Financial Control has been laid down in the Company and that controls are adequate and operating adequately.

Internal Audit of the Company's operations are carried out by the Internal Auditors and periodically covers different areas of business. The audit scope, mythology to be used, reporting framework are defined well in advance, subject to consideration of the Audit Committee of the Company. The Internal Auditors evaluates the efficacy and adequacy of internal control system, its compliance with operating systems and policies of the Company and accounting procedures at all the locations of the Company. Based on the report of the Internal Auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are placed before the Audit Committee of the Company. The Internal Audit also continuously evaluates the various processes being followed by the Company and suggests value addition, to strengthen such processes and make them more effective.

### INTERNAL CONTROLS WITH RESPECT TO FINANCIAL STATEMENTS

The Company has an adequate system of internal financial control in place with reference to financial statements. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Chetan Kajaria and Mr. Rishi Kajaria, who are liable to retire by rotation, have offered themselves for re-appointments as the Directors at the ensuing Annual General Meeting ('AGM'). The Board recommends for their re-appointments in the ensuing Annual General Meeting.

## ■ DIRECTOR'S REPORT CONTD.

The second term of Mr. Raj Kumar Bhargava and Mr. Debi Prasad Bagchi as the Independent Directors of the Company have been started from 1st August, 2019 as approved by the shareholders of the Company by passing the Special Resolutions on 11th March, 2019, through Postal Ballot:

The second term of Mr. H. Rathnakar Hegde as the Independent Director of the Company has been started from 1st April, 2019 as approved by the shareholders of the Company at the 32nd Annual General Meeting held on 27th August, 2018.

The second term of Mrs. Sushmita Singha as the Independent Director of the Company started from 30th March, 2020 as approved by the shareholders of the Company at the 33rd Annual General Meeting held on 26th August, 2019.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Regulations 16(1)(b) & 25(8) of the Listing Regulations and in the opinion of the Board of Directors of the Company, all Independent Directors of the Company have integrity, expertise, experience as prescribed under the Companies (Appointment and Disqualification of Directors) Rules, 2014 read with the Companies (Accounts) Rules, 2014 (including amendment thereof).

All Directors of the Company have also given declarations that they are not debarred from holding the office of Director by virtue of any SEBI order or any other such statutory authority as required under the Circular dated 20th June, 2018 issued by BSE Limited and National Stock Exchange of India Limited.

Further, there is no change in the composition of Key Managerial Personnel of the Company.

### PERFORMANCE EVALUATION

The Board has, on recommendation of the Nomination and Remuneration Committee and in line with the Nomination and Remuneration Policy of the Company, carried out an annual performance evaluation of the Board as a whole, its Committees and all Directors including the Chairman.

The manner in which the annual performance evaluation has been carried out has been explained in the Corporate Governance Report.

### NOMINATION AND REMUNERATION POLICY

On the recommendation of the Nomination and Remuneration Committee, the Board has framed a policy for selection and appointment of Directors, Senior Management including Key Managerial Personnel and other Senior Management and their remuneration. The Nomination and Remuneration Policy includes the criteria for determining qualification, positive attributes, independence, etc. is placed on the Company's website, i.e. [https://www.kajariaceramics.com/pdf/Nomination\\_Remuneration\\_Policy.pdf](https://www.kajariaceramics.com/pdf/Nomination_Remuneration_Policy.pdf)

Details of remuneration under Section 197 of the Companies Act, 2013 and read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is stated in Annexure- 4 which forms part of this report.

### STATUTORY AUDIT

M/s Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration Number 001076N/N500013), the Statutory Auditors of the Company has given their report on the financial statements of the Company for the financial year ended 31st March, 2020, which forms part of the Annual Report. There is no qualification, reservation, adverse remark, comments, observations or disclaimer given by the Statutory Auditors in their report. There were no frauds reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013.

M/s Walker Chandiook & Co LLP, Chartered Accountants, had been appointed as the Statutory Auditors of the Company at the 31st Annual General Meeting ('AGM') of the Company held on 10th August, 2017, for a period of five years effective from the conclusion of the 31st AGM of the Company upto the conclusion of the 36th AGM of the Company, subject to ratification by the shareholders of the Company at each AGM of the Company.

The shareholders of the Company had, at the 32nd AGM of the Company held on 27th August, 2018, approved that the annual ratification of appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants, for their remaining term shall be done, if so required under the Companies Act, 2013. The provisions of the Companies Act, 2013, now does not require the said annual ratification of the Statutory Auditors of the Company.

M/s Walker Chandiook & Co LLP, Chartered Accountants are eligible to continue as the Statutory Auditors of the Company

for the remaining term in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and applicable laws.

### SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s Chandrasekaran Associates, Company Secretaries, Delhi were appointed as the Secretarial Auditors, to undertake the Secretarial Audit of the Company for the year ended 31st March 2020. The Report of the Secretarial Audit is annexed herewith as Annexure 5.

There are no qualifications, reservations, adverse remarks, comments, observations or disclaimer made by the Secretarial Auditors in their report. There were no frauds reported by the Secretarial Auditors under Section 143(12) of the Companies Act, 2013.

As on 31st March, 2020, the Company has one material unlisted subsidiary - Jaxx Vitrified Private Limited ('Jaxx') as per the provisions of Regulation 16(1)(c) of the Listing Regulations. Pursuant to the provisions of Regulation 24A of the Listing Regulations, Secretarial Audit Report of Jaxx for the year ended 31st March, 2020 issued by Ms. Dhara Patel, Company Secretary, Ahmedabad, forms part of the Directors Report as Annexure 5A.

### Disclosures under the Companies Act, 2013 and rules made thereunder:

#### EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in Form MGT 9 is annexed herewith as Annexure- 6.

#### COMPLIANCE OF THE SECRETARIAL STANDARDS

During the year under review, the Company has complied with the applicable provisions of the Secretarial Standard on meetings of the Board of Directors ('SS-1') and the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India.

#### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of Loans, Guarantees and Investments, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes Nos. 6,7 and 38 to the Financial Statements.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed under the Companies Act, 2013 are provided in Annexure - 7 to this report.

### MEETINGS OF BOARD

The Board of Directors of the Company met 5 (five) times during the financial year 2019-20 on 10th May, 2019, 23rd July, 2019, 26th August, 2019, 23rd October, 2019 and 10th February, 2020. Details of the meetings of the Board of Directors held during the financial year 2019-20 and attendance thereof is disclosed in the Corporate Governance Report.

### AUDIT COMMITTEE

The Composition of Audit Committee is disclosed in the Corporate Governance Report. All the recommendations made by the Audit Committee were accepted by the Board.

### VIGIL MECHANISM

The Company has established a Vigil Mechanism for the Directors and Employees of the Company by adopting the Whistle Blower Policy to report about the genuine concerns, unethical behaviour, fraud or violation of Company's Code of Conduct and leakage/ suspected leakage of Unpublished Price Sensitive Information with respect to the Company. The Whistle Blower Policy may be accessed on the website of the Company i.e. [https://www.kajariaceramics.com/pdf/whistle\\_blowing\\_policy.pdf](https://www.kajariaceramics.com/pdf/whistle_blowing_policy.pdf)

### MAINTENANCE OF COST RECORDS

The Company is not required to maintain of cost records as per sub-section (1) of Section 148 of the Companies Act, 2013.

### SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL), ACT, 2013

The Company has in place a Policy on Prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. This Policy may be accessed on the Company's website i.e. [https://www.kajariaceramics.com/pdf/prevention\\_of\\_sexual\\_harassment\\_at\\_workplace.pdf](https://www.kajariaceramics.com/pdf/prevention_of_sexual_harassment_at_workplace.pdf)

## DIRECTOR'S REPORT CONTD.

Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, Contractual, Temporary and Trainees) are covered under this Policy. The Company has not received any sexual harassment complaints during the year 2019-20.

### PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is attached as Annexure- 8 to the Directors Report.

### DEPOSITS

The Company did not invite/accept any deposit within the meaning of Section 73 of the Companies Act, 2013, and the rules made thereunder.

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There is no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

### CAUTIONARY STATEMENT

Statements in this 'Director's Report' & 'Management Discussion and Analysis' describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations including raw material/

fuel availability and its prices, cyclical demand and pricing in the Company's principle markets, changes in the Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factors.

### APPRECIATION AND ACKNOWLEDGEMENT

The Directors take this opportunity to express their deep sense of gratitude to the Banks, Central and State Governments and their Departments and the Local Authorities for their continued guidance and support.

Your Directors would also like to record its appreciation for the support and cooperation your Company has been receiving from its suppliers, dealers, business partners and others associated with the Company.

Your Directors place on record their sincere appreciation to the employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain as industry leader.

And to you, our shareholders, we are deeply grateful for the confidence and faith that you have always reposed in us.

**For and on behalf of the Board**

**Ashok Kajaria**  
Chairman & Managing Director  
DIN: 00273877

Place: New Delhi  
Date: August 7, 2020

## ANNEXURE - 1 AOC-1 (ANNUAL PERFORMANCE OF SUBSIDIARIES)

(Pursuant to first provision of sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014)

(₹ in Crores)

Name of the Subsidiary Company	Jaxx Vitrified Private Limited (CIN: U26933GJ 2010PTC062933)	15/01/2012	Vennar Ceramics Limited (CIN: U26919TG 1994PLC031858)	09/04/2012	Cosa Ceramics Private Limited (CIN: U26933GJ 2010PTC063444)	17/10/2012	Kajaria Bathware Private Limited * (CIN: U26943DL 2013PTC252495)	15/05/2014	Kajaria Tiles Private Limited** (CIN: U26933HR 2014PTC081026)	23/09/2015	Kajaria Plywood Private Limited (CIN: U36109DL 2017PTC324260)	05/06/2018
Date since when subsidiary were acquired	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Capital	14.95	14.95	24	24	9.1	9.1	25	25	10	10	9.9	4
- Equity Shares	0	0	0	0	0	0	4.41	4.41	0	0	0	0
- Preference Shares	-7.55	-4	11.56	11.21	62.74	62.89	29.95	35.14	-2.51	-0.48	-16.57	-6.35
Reserves	207.38	212.84	82.81	84.16	115.45	124.55	193.18	170.79	215.17	118.1	8.42	3.84
Total Assets	199.98	201.89	47.25	48.95	43.61	52.56	133.82	106.24	207.68	108.58	15.09	6.19
Total Liabilities	0.01	0.09	-	-	-	-	-	-	-	-	-	-
Investments	272.51	315.86	57.64	71	125.71	176.95	174.24	184.84	44.48	-	28.92	16.82
Turnover	-3.56	-0.1	0.36	3.18	-1.13	5.12	-5.15	-5.22	-2.03	-	-10.24	-6.05
Profit before Taxation	-	-	-0.06	0.74	-0.98	1.45	-	-	-	-	-	-
Provision for Taxation	-3.56	-0.1	0.42	2.44	-0.15	3.67	-5.15	-5.22	-2.03	-	-10.24	-6.05
Profit After Taxation	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Proposed Dividend	87.37%	82.37%	51%	51%	51%	51%	100%	100%	100%	100%	97.89%	96.25%
% of Shareholding												

\*Consolidated figures including performance of its subsidiary Kajaria Sanitaryware Private Limited. The Company holds 100% (85% on diluted basis) equity shares of Kajaria Bathware Private Limited.

\*\* Name changed to Kajaria Tiles Private Limited from Kajaria Floera Ceramics Private Limited.

#### Note:

- There is no Associate or JV Company other than those mentioned above.
- Kajaria Tiles Private Limited had commenced operations, during the year 2019-20.

**For & on behalf of Board**

**Ashok Kajaria** Chairman & Managing Director (DIN: 00273877)      **Chetan Kajaria** Joint Managing Director (DIN: 00273928)      **Rishi Kajaria** Joint Managing Director (DIN: 00228455)      **Ram Chandra Rawat** COO (A&T) & Company Secretary (FCS No. 5101)      **Sanjeev Agarwal** Chief Financial Officer

Place: New Delhi  
Date: August 7, 2020