



CSL/2024-25/165
11th July, 2024

To, BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort, Mumbai – 400001. Scrip Code : 532443 Scrip ID: CERA	To, National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai – 400051. Scrip Code: CERA
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Dear Sir / Madam,

Sub.: Submission of Result and Scrutinizers' Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing details regarding the voting results of the 26th Annual General Meeting, along with the consolidated Scrutinizer's Report on remote e-voting and e-voting during the AGM.

Date of Annual General Meeting	Thursday, 11 th July, 2024
Total Number of Shareholders on Record date. (i.e. 4 th July, 2024)	30564
Number of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A. N.A.
Number of Shareholders attended the meeting through Video Conferencing / OAVM: Promoters and Promoters Group: Public:	09 55

You are requested to take the same on your records.

Thanking you,
For Cera Sanitaryware Limited,

Hemal Sadiwala
Company Secretary
Encl. As Above

Cera Sanitaryware Limited

Registered Office & Works : 9, GIDC Industrial Estate, Kadi 382715. District : Mehsana, North Gujarat, INDIA
Tele : +91-2764-242329, 243000 E-Mail : kadi@cera-india.com www.cera-india.com
CIN No. : L26910GJ1998PLC034400



Resolution No. 1			To consider and adopt Standalone and Consolidated Audited Financial Statements, Reports of Board of Directors and Auditors for the year ended on 31 st March, 2024. – Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3879925	3686118	95.00	3686118	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3879925	3686118	95.00	3686118	0	100.00
Public-Non-Institutions	E-Voting	2040810	453793	22.24	453784	9	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2040810	453793	22.24	453784	9	100.00
Total		13005874	11225050	86.31	11225041	9	100.00	0.00

Resolution No. 2			To declare dividend on Equity shares for the financial year 2023-24. – Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3879925	3686118	95.00	3686118	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3879925	3686118	95.00	3686118	0	100.00
Public-Non-Institutions	E-Voting	2040810	453793	22.24	453789	4	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2040810	453793	22.24	453789	4	100.00
Total		13005874	11225050	86.31	11225046	4	100.00	0.00

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Resolution No. 3			Re-appointment of Mr. Anupam Gupta (DIN: 09290890), retiring by rotation, as a Director. – Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3879925	3686118	95.00	3680773	5345	99.85	0.15
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3879925	3686118	95.00	3680773	5345	99.85
Public-Non-Institutions	E-Voting	2040810	453793	22.24	453781	12	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2040810	453793	22.24	453781	12	100.00
Total		13005874	11225050	86.31	11219693	5357	99.95	0.05

Resolution No. 4			Ratification of remuneration payable to Cost Auditors for the financial year 2024-25. – Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3879925	3686118	95.00	3686118	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3879925	3686118	95.00	3686118	0	100.00
Public-Non-Institutions	E-Voting	2040810	453790	22.24	453746	44	99.99	0.01
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2040810	453790	22.24	453746	44	99.99
Total		13005874	11225047	86.31	11225003	44	100.00	0.00

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Resolution No. 5			Re-appointment of Mr. Anupam Gupta (DIN 09290890) as an Executive Director (Technical) for a further period of 3 years w.e.f. 15 th October, 2024. – Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3879925	3686118	95.00	3685239	879	99.98	0.02
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3879925	3686118	95.00	3685239	879	99.98
Public-Non-Institutions	E-Voting	2040810	453793	22.24	453784	9	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2040810	453793	22.24	453784	9	100.00
Total		13005874	11225050	86.31	11224162	888	99.99	0.01

Resolution No. 6			Adoption of new set of Articles of Association of the Company. – Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3879925	3686118	95.00	3598963	87155	97.64	2.36
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3879925	3686118	95.00	3598963	87155	97.64
Public-Non-Institutions	E-Voting	2040810	453790	22.24	453786	4	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2040810	453790	22.24	453786	4	100.00
Total		13005874	11225047	86.31	11137888	87159	99.22	0.78

Place: Kadi
Date: 11th July, 2024

For, Cera Sanitaryware Limited

Hemal Sadiwala
Company Secretary

Cera Sanitaryware Limited

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Form No. MGT-13

Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21(2) of
the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
26th Annual General Meeting of the Equity Shareholders of
CERA SANITARYWARE LIMITED
CIN: L26910GJ1998PLC034400
Held on Thursday, 11th Day of July, 2024 at 11.30 A.M.
through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Voting through electronic means during Annual General Meeting.

I, Umesh G. Parikh, partner of Parikh Dave & Associates, Practicing Company Secretaries, having office at 5-D, 5th Floor, Vardan Exclusive, Next to Vimal House, Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad – 380014, have been appointed as the Scrutinizer by the Board of Directors of **CERA SANITARYWARE LIMITED** pursuant to Section 108 and 109 of the Companies Act, 2013 ("the Act") to scrutinize remote e-voting process and e-voting by the members at the 26th Annual General Meeting of the Equity shareholders of **CERA SANITARYWARE LIMITED** held on Thursday, 11th July, 2024 at 11.30 a.m. through Video Conferencing / Other Audio Visual Means in compliance with applicable circulars issued by both MCA and SEBI providing relaxation and permitting the Companies to hold the Annual General Meeting ("AGM") through VC /OAVM, without the physical presence of the Members at a common venue.

The Management of the Company is responsible for ensuring compliances with the requirements of provisions of the Companies Act and the Rules framed thereunder, the MCA Circulars and SEBI (LODR) Regulations relating to the voting on the resolutions as contained in the notice calling Annual General Meeting. My responsibility as a scrutinizer is to ensure that the voting process both through remote E voting as well as by E voting at Annual General Meeting is conducted in a fair and transparent manner and to provide a consolidated Scrutinizer's Report of the votes cast "In favour" or "Against" the resolutions contained in the Notice to the Chairman or his authorized representative, based on the reports generated from system of Central Depository Services (India) Limited (CDSL), the service provider.

The Notice convening Annual General Meeting dated 13th May, 2024 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders through electronic means to those shareholders whose e-mails address were registered with the Company / depositories.

Voting rights were reckoned as on Thursday, 4th July, 2024, being the cut-off date for the purpose of deciding the entitlements of members for voting on the resolutions as contained in the notice of Annual General Meeting.

The voting period for remote e-voting commenced on Monday, 8th July, 2024 at 9.00 A.M. (IST) and concluded on Wednesday, 10th July, 2024, at 5.00 p.m. (IST) and thereafter the CDSL e-voting platform was blocked and then re-opened during the Annual General Meeting.

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At the 26th Annual General Meeting convened through Video Conferencing / Other Audio-Visual Means, it was announced that the members who have not exercised their voting right through E voting and are attending the meeting, if they wish they can exercise their right to vote through E-voting facility provided by the Company during the meeting.

After the conclusion of the Annual General Meeting the votes cast by the members through remote e voting as well as through e voting at Annual General Meeting were unblocked in presence of two witnesses Mrs. Riddhi Brahmhatt and Ms. Vrinda Nair who are not in the employment of the Company.

Consolidated report on the remote E-voting and E-voting at Annual General Meeting at is as under:

ORDINARY BUSINESS:

Resolution No. 1 (ORDINARY RESOLUTION)

To consider and adopt Standalone and Consolidated Audited Financial Statements, Reports of Board of Directors and Auditors for the year ended on 31st March, 2024.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	661	1,12,24,936	3	105	664	1,12,25,041	100.00%
Dissent	4	9	0	0	4	9	Negligible
Total	665	1,12,24,945	3	105	668	1,12,25,050	100.00%

Resolution No. 2 (ORDINARY RESOLUTION)

To declare dividend on Equity shares for the financial year 2023-24.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	662	1,12,24,941	3	105	665	1,12,25,046	100.00%
Dissent	3	4	0	0	3	4	Negligible
Total	665	1,12,24,945	3	105	668	1,12,25,050	100.00%

Resolution No. 3 (ORDINARY RESOLUTION)

Re-appointment of Mr. Anupam Gupta (DIN: 09290890), retiring by rotation, as a Director.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	658	1,12,19,588	3	105	661	1,12,19,693	99.95%
Dissent	7	5,357	0	0	7	5,357	0.05%
Total	665	1,12,24,945	3	105	668	1,12,25,050	100.00%

SPECIAL BUSINESS:

Resolution No. 4 (ORDINARY RESOLUTION)

Ratification of remuneration payable to Cost Auditors for the financial year 2024-25.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	661	1,12,24,901	2	102	663	1,12,25,003	100.00%
Dissent	4	44	0	0	4	44	Negligible
Total	665	1,12,24,945	2	102	667	1,12,25,047	100.00%

Resolution No. 5 (ORDINARY RESOLUTION)

Re-appointment of Mr. Anupam Gupta (DIN 09290890) as an Executive Director (Technical) for a further period of 3 years w.e.f. 15th October, 2024.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	660	1,12,24,057	3	105	663	1,12,24,162	100.00%
Dissent	5	888	0	0	5	888	Negligible
Total	665	1,12,24,945	3	105	668	1,12,25,050	100.00%

Resolution No. 6 (SPECIAL RESOLUTION)

Adoption of new set of Articles of Association of the Company.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	650	1,11,37,786	2	102	652	1,11,37,888	99.22%
Dissent	17	87,159	0	0	17	87,159	0.78%
Total	667	1,12,24,945	2	102	669	1,12,25,047	100.00%

A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (if any) for each resolution is enclosed.

The electronic data and all the other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary and Compliance officer for safe keeping after the Chairman considers, approves and signs the minutes of the AGM.

**FOR PARIKH DAVE & ASSOCIATES
COMPANY SECRETARIES**

UMESH
GOVINDPRA
SAD PARIKH

Digitally signed by
UMESH
GOVINDPRASAD
PARIKH
Date: 2024.07.11
18:30:03 +05'30'

**UMESH PARIKH
PARTNER**

**PRACTICING COMPANY SECRETARY
FCS No. 4152 C. P. No.: 2413
ICSI Unique Code No.: P2006GJ009900
Peer review Certificate No.: 796/2020
UDIN: F004152F000723343**

**Place : Ahmedabad
Date: 11-07-2024**

For Cera Sanitaryware Limited

**Hemal Sadiwala
Company Secretary & Compliance Officer
(Authorised Representative)**