



CSL/2024-25/75

16th May, 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: Result of Postal Ballot Notice dated 8th April, 2024 and Scrutinizers' Report

With reference to our letter CSL/2024-25/16 dated 15th April, 2024 and pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Rules made there under and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, the approval of the Members of the Company by way of special resolutions was sought by Postal Ballot Process through remote e-voting mode vide notice dated 8th April, 2024, on below resolutions:

1. Approval of the 'Cera Sanitaryware – Employee Stock Option Scheme 2024' ("ESOS 2024"/ "Scheme")
2. Approval of secondary acquisition of shares through Trust route for the implementation of 'Cera Sanitaryware - Employee Stock Option Scheme 2024'
3. Provision of money by the Company for subscription and purchase of its own Shares by the Trust under the 'Cera Sanitaryware - Employee Stock Option Scheme 2024'

Mr. Umesh Parikh, Partner of Parikh Dave & Associates, Practicing Company Secretaries, who was appointed as the Scrutinizer for the aforesaid Postal Ballot Process has submitted their Report on 16th May, 2024.

In accordance with the said Report, the members of the Company have approved the Special Resolutions as set out in the Postal Ballot Notice dated 8th April, 2024 with requisite majority.

We are enclosing herewith the results of Postal ballot in prescribed format alongwith the Report of Scrutinizer. The same is also being uploaded on Company's website at www.cera-india.com

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



RESULTS OF POSTAL BALLOT

(As per Regulations 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of Company	Cera Sanitaryware Limited
Date of Postal Ballot Notice	8 th April, 2024
Total Number of Shareholders as on Record date. (Cut-off date: 12 th April, 2024)	36070
Voting Start date	09:00 AM (IST) on 17 th April, 2024 (Wednesday)
Voting End date	05:00 PM (IST) on 16 th May, 2024 (Thursday)
Number of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
Number of Shareholders attended the meeting through Video Conferencing / OAVM: Promoters and Promoters Group: Public:	Not Applicable

Resolution No. 1			Approval of the 'Cera Sanitaryware – Employee Stock Option Scheme 2024' ("ESOS 2024"/ "Scheme") - 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	3713739	3524992	94.92	2161279	1363713	61.31	38.69
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3713739	3524992	94.92	2161279	1363713	61.31
Public-Non-Institutions	E-Voting	2206996	473995	21.48	273720	200275	57.75	42.25
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2206996	473995	21.48	273720	200275	57.75
Total		13005874	11084126	85.22	9520138	1563988	85.89	14.11

Cera Sanitaryware Limited

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Resolution No. 2			Approval of secondary acquisition of shares through Trust route for the implementation of 'Cera Sanitaryware - Employee Stock Option Scheme 2024' - 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	3713739	3524992	94.92	2284891	1240101	64.82	35.18
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3713739	3524992	94.92	2284891	1240101	64.82
Public-Non-Institutions	E-Voting	2206996	473995	21.48	273469	200526	57.69	42.31
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2206996	473995	21.48	273469	200526	57.69
Total		13005874	11084126	85.22	9643499	1440627	87.00	13.00

Resolution No. 3			Provision of money by the Company for subscription and purchase of its own Shares by the Trust under the 'Cera Sanitaryware - Employee Stock Option Scheme 2024' - 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	3713739	3524992	94.92	2284891	1240101	64.82	35.18
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3713739	3524992	94.92	2284891	1240101	64.82
Public-Non-Institutions	E-Voting	2206996	474010	21.48	273481	200529	57.70	42.30
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2206996	474010	21.48	273481	200529	57.70
Total		13005874	11084141	85.22	9643511	1440630	87.00	13.00

*Pursuant to applicable MCA circulars, the postal ballot was conducted through e-voting only.

Place: Ahmedabad
Date: 16th May, 2024

For, Cera Sanitaryware Limited

Hemal Sadiwala
Company Secretary

Cera Sanitaryware Limited

Registered Office & Works : 9, GIDC Industrial Estate, Kadi 382715. District : Mehsana, North Gujarat, INDIA

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CIN No. : L26910GJ1998PLC034400

To,
The Chairman,
CERA SANITARYWARE LIMITED
CIN: L26910GJ1998PLC034400
9, GIDC Industrial Estate, Kadi,
Mehsana-382715

Dear Sir,

Sub: Scrutinizer's Report on voting through Postal ballot (by remote E-voting) conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

I, Umesh 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 a Scrutinizer by the Board of Directors of **CERA SANITARYWARE LIMITED** ('the Company') to ensure that the process of Postal ballot (by electronic means) is conducted in compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, General Circular bearing number 14/2020 and 9/2023 dated 8th April, 2020 and 25th September, 2023 respectively, and other circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI Circular HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (the "Relevant Circulars"), including any statutory modification or re-enactment thereof for the time being in force in respect of the resolution contained in the Notice of the Postal ballot dated 8th April, 2024 as circulated to the members.

The compliance of the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through postal ballot (by electronic means) by the shareholders on the resolution proposed to be passed as contained in the Notice of Postal Ballot is the responsibility of the Management of the Company. My responsibility as a scrutinizer is to ensure that the voting process through postal ballot is conducted in a fair and transparent manner and to provide Scrutinizer's Report of the votes cast "In favour" or "Against" the resolution to the Chairman on the basis of report generated from E-voting system or platform provided by Central Depository Services (India) Limited [CDSL].

I submit my report as under:

1. As per the provisions of Section 108 and 110 of the Act, read with the relevant Rules framed thereunder, a Notice of the Postal Ballot along with the Explanatory Statement as required under Section 102 of the Act, was sent to all the entitled members of the Company for passing of the proposed resolutions as contained in the notice of postal ballot.
2. The Company completed dispatch of Notice of Postal ballot on Monday, 15th April, 2024 to all its entitled members / beneficiaries whose name appears in the Register of Members as on the cut – off date i.e. Friday, 12th April, 2024. In view of the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the postal ballot notices were sent only by emails to all its members who have registered their email addresses with the Company/ Company's Registrar and Share Transfer Agent and the communication of assent/ dissent of the members took place through remote evoting system only provided by CDSL, the agency engaged by the Company to provide the Members with the facility of remote evoting.
3. The members holding Shares as on "cut-off date" i.e. Friday, 12th April, 2024 were only entitled to vote on the resolutions as contained in the Notice of the Postal ballot.

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4. The voting by postal ballot (e-voting) was kept open from Wednesday, 17th April, 2024 at 9:00 a.m. and ended on Thursday, 16th May, 2024 at 5:00 p.m. and thereafter the CDSL e-voting platform was disabled.
5. The votes cast under remote e-voting facility were unblocked on 16th May, 2024 at around 5.15 P.M. (IST) in the presence of two witnesses Mrs. Riddhi Brahmhatt and Ms. Vrinda Nair who were not in the employment of the company.
6. The votes tendered through remote E voting were reconciled with the records maintained by Company or Company's RTA and then were scrutinized by me, based on CDSL E-voting portal / system.
7. Particulars of voting done through electronic means by the members have been duly entered in the separate register maintained for the purpose.
8. Report on the voting through Postal ballot (by remote E-voting) is as under:

Item No.1: SPECIAL RESOLUTION -**Approval of the 'Cera Sanitaryware - Employee Stock Option Scheme 2024' ("ESOS 2024"/ "Scheme").****Voted in favour of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
189	95,20,138	85.89%

Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
618	15,63,988	14.11%

Invalid votes:

Number of members voted	Number of valid votes cast by them
0	0

Item No.2: SPECIAL RESOLUTION -**Approval of secondary acquisition of shares through Trust route for the implementation of 'Cera Sanitaryware - Employee Stock Option Scheme 2024'****Voted in favour of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
191	96,43,499	87.00%

Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
616	14,40,627	13.00%

Invalid votes:

Number of members voted	Number of valid votes cast by them
0	0

Item No.3: SPECIAL RESOLUTION -

Provision of money by the Company for subscription and purchase of its own Shares by the Trust under the 'Cera Sanitaryware - Employee Stock Option Scheme 2024'

Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
191	96,43,511	87.00%

Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
617	14,40,630	13.00%

Invalid votes:

Number of members voted	Number of valid votes cast by them
0	0

Pursuant to applicable MCA circulars, the postal ballot was conducted through e-voting only.

All relevant records of Postal ballot including electronic voting and other related papers / registers etc. are under my safe custody and the same will be handed over to the Company Secretary of the Company for their preservation after the Chairman considers, approves and declares results of the postal ballot.

Thanking You,

**Yours Faithfully,
For Parikh Dave & Associates
Company Secretaries**

UMESH
GOVINDPRASAD
AD PARIKH

Digitally signed by
UMESH GOVINDPRASAD
PARIKH
Date: 2024.05.16 20:15:51
+05'30'

**Umesh Parikh
Partner
Scrutinizer
Practicing Company Secretary
F.C.S.: 4152 C.P. No.: 2413
ICSI Unique Code No.: P2006GJ009900
Peer review Certificate No.: 796/2020
UDIN: F004152F000386061**

**Countersigned
For Cera Sanitaryware Limited**

**Hemal Sadiwala
Company Secretary and
Compliance Officer
Authorised Representative**

Place: Ahmedabad
Date: 16/05/2024