

CERA

CSL/2019-20/100

15th May, 2019

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: CERASAN	National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai – 400051. Scrip Code: CERA
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Dear Sir,

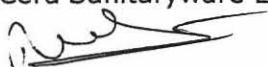
Sub: Intimation under Regulation 30 and/or 31A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulations, 2018

Pursuant to Regulation 30 and/or 31A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulations, 2018 and in continuation to our letter no CSL/2018-19/727 dated 29.01.2019 we have to inform you that the Shareholders of the company at their Extra-Ordinary General Meeting held today i.e. 15.05.2019 have unanimously approved the resolution for reclassification of "Promoters/Promoter Group" shareholding to 'Public Shareholding'. We are enclosing copy of the said resolution along with explanatory statement for your kind perusal.

We hope you will find the above in order.

Thanking you.

Yours faithfully,
For Cera Sanitaryware Limited,



Narendra N. Patel
President & Company Secretary
Encl: as above

Cera Sanitaryware Limited

Sales & Marketing Office: 7th & 8th Floors, B Wing, Privilon, Ambli BRTS Road, Iskcon Crossroad, Ahmedabad 380059, India
Tel: +91 79 49112222 Email: marketing@cera-india.com www.cera-india.com

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

CIN: L26910GJ1998PLC034400

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF CERA SANITARYWARE LIMITED AT EXTRA-ORDINARY GENERAL MEETING HELD ON 15.05.2019.

To Consider Re-classification of Promoters of the Company.

"RESOLVED THAT pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for re-classification of following entity/person(s) from Promoter/Promoter group category to Public category, since the entity/person(s) are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold not more than 10% of the total voting rights in the Company and also none of the following entity/person(s) have entered into any shareholder's or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company:

Name of Entity/Person	No. of Equity Shares held	% of total Equity Share Capital
Shashi Kumar Somany	28,000	0.22
Madhusudan Holdings Limited	7,500	0.06
Total	35,500	0.28

RESOLVED FURTHER THAT pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid entity/person(s) seeking reclassification:

- i. Do not hold more than ten percent of the total voting rights in the Company;
- ii. Do not exercise control over the affairs of the Company directly or indirectly;
- iii. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
- v. Have never act as a key managerial person in the Company;
- vi. Are not a 'wilful defaulter' as per the Reserve Bank of India Guidelines
- vii. Are not a fugitive economic offender.

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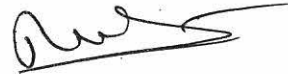
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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group to Public Shareholding, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company”

CERTIFIED TRUE COPY
FOR CERA SANITARYWARE LIMITED



Narendra N. Patel
President & Company Secretary
(FCS: 3249)

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CERTIFIED TRUE COPY OF THE STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 THE COMPANIES ACT, 2013 PASSED BY THE MEMBERS OF CERA SANITARYWARE LIMITED AT EXTRA-ORDINARY GENERAL MEETING HELD ON 15.05.2019.

To Consider Re-classification of Promoters of the Company.

The Company had received letter from the following entity / person(s) falling under the category of Promoter/Promoter Group of the Company requesting to the Company for reclassification of their Shareholding from the category of "Promoter/Promoter Group" to "Public category":

Name of Entity/Person	No. of Equity Shares held	% of total Equity Share Capital
Shashi Kumar Somany	28,000	0.22
Madhusudan Holdings Limited	7,500	0.06
Total	35,500	0.28

Late. Smt. Ganga Somany, one of the member of the Promoter/Promoter Group died on 6th January 2018 leaving behind a Will dated 7th February 2008 and Codicil dated 4th May 2012. Equity Shares held by her in Cera Sanitaryware Limited have been bequeathed in the name of Shri Shashi Kumar Somany, her elder son on 31st December, 2018. She was also holding majority shareholding in Madhusudan Holdings Limited, which is also a member of the Promoter/Promoter Group of Cera Sanitaryware Limited. The shareholding in Madhusudan Holdings Limited held by Late Smt. Ganga Somany by reason of the bequeath under the said Will read with Codicil has been also vested in Shri Shashi Kumar Somany. Shri Shashi Kumar Somany and Shri Vikram Somany (Promoter of Cera Sanitaryware Limited, and controlling 54.75% of the shareholding along with family members and other Promoter Group Companies of Cera Sanitaryware Limited) have separated in business and habitation for more than 15 years ago. Shri Shashi Kumar Somany do not have any control over the affairs of the Company or in any decision-making process of the Company.

The aforesaid entity/person(s) together are holding very insignificant shareholding, which constitutes only 0.28% of the total paid up equity capital of the Company. The aforesaid entity/person(s) do not exercise any control over the Company and are not involved in the management of the Company.

Pursuant to clause (b) sub-regulation 3 of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, the aforesaid entity/person(s) seeking re-classification have confirmed that:

- i) they are not holding more than ten percent of the total voting rights in the Company.
- ii) they do not exercise control over the affairs of the Company directly or indirectly.
- iii) they have no special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.

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- iv) they are not represented on the board of directors (including not having a nominee director) of the Company.
- v) they do not act as Key managerial person in the Company.
- vi) they are not 'wilful defaulter' as per the Reserve Bank of India Guidelines.
- vii) they are not fugitive economic offender.

And they have also confirmed that at all times from the date of such reclassification, they shall continue to comply sub-clauses (i), (ii) and (iii) of aforesaid Clause (b) of Sub-regulations (3) of Regulation 31A and shall also comply with conditions mentioned at sub-clause (iv) and (v) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 for period of not less than three years from the date of reclassification, failing which they shall automatically be reclassified as promoter/persons belonging to Promoter Group as applicable.

Based on the letter received from the above Promoter entity/ Person(s) and in view of the provisions of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub-regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 and separation of the business and habitation of Shri Shashi Kumar Somany and Shri Vikram Somany for more than 15 years ago, the members of the Board of Directors at their meeting held on 29th January, 2019 considered and approved the application for reclassification of Shri Shashi Kumar Somany and Madhusudan Holdings Limited from Promoter/Promoter group to Public subject to approval of the Members of the Company at the Extra Ordinary general meeting and also subject to the approval of the Stock Exchanges.

The Board, recommends the Ordinary Resolution of Item no. 1 of the accompanying notice for the approval of the members of the Company.

Except Shri Vikram Somany being relative of Shri Shashi Kumar Somany none of your Directors or key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary resolution as per item no. 1 of the notice.

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FOR CERA SANITARYWARE LIMITED



Narendra N. Patel
President & Company Secretary
(FCS: 3249)

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