

CERA

CSL/2021-22/182

4th August, 2021

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|---|--|
| 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 | National Stock Exchange of India Limited Exchange Plaza BandraKurla Complex Bandra (East) Mumbai – 400051. Scrip Code: CERA |
|---|--|

Dear Sir/Madam,

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

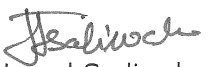
Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Circular dated 4th November, 2015, we are enclosing details regarding the voting results of the 23rd Annual General Meeting, along with the consolidated Scrutinizer's Report on remote e-voting and e-voting during the AGM.

| | |
|--|--|
| Date of Annual General Meeting | Wednesday, 4 th August, 2021 |
| Total Number of Shareholders on Record date. (i.e. 28 th July, 2021) | 18891 |
| 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: | 8 61 |

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

Corporate Office: 7th & 8th Floors, B Wing, Privilon, Ambli BRTS Road, Iskon Crossroads, Ahmedabad 380059, India
Tel: +91 79 49112222 Email: marketing@cera-india.com Web: www.cera-india.com

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

CIN: L26910GJ1998PLC034400

CERA

| Resolution No. 1 | | | To Consider and Adopt Standalone and Consolidated Audited Financial Statements for the year ended on 31st March 2021, Reports of Board of Directors and Auditors thereon. (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 | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 7085139 | 7085139 | 100.00 | 7085139 | 0 | 100.00 |
| Public-Institutions | E-Voting | 3460359 | 3127683 | 90.39 | 2632066 | 495617 | 84.15 | 15.85 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3460359 | 3127683 | 90.39 | 2632066 | 495617 | 84.15 |
| Public- Non Institutions | E-Voting | 2460376 | 800671 | 32.54 | 800659 | 12 | 99.99 | 0.01 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 2460376 | 800671 | 32.54 | 800659 | 12 | 99.99 |
| Total | | 13005874 | 11013493 | 84.68 | 10517864 | 495629 | 95.50 | 4.50 |

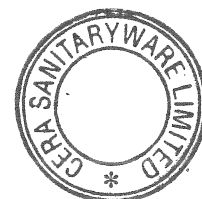
| Resolution No. 2 | | | To declare dividend on Equity Shares for the financial year 2020-21. (Ordinary Resolution) | | | | | |
|---|-------------------------------|------------------------|--|--|------------------------------|----------------------------|---|---|
| Whether promoter/ promoter group are 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 | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 7085139 | 7085139 | 100.00 | 7085139 | 0 | 100.00 |
| Public-Institutions | E-Voting | 3460359 | 3131175 | 90.49 | 3131175 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3460359 | 3131175 | 90.49 | 3131175 | 0 | 100.00 |
| Public- Non Institutions | E-Voting | 2460376 | 800671 | 32.54 | 800659 | 12 | 99.99 | 0.01 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 2460376 | 800671 | 32.54 | 800659 | 12 | 99.99 |
| Total | | 13005874 | 11016985 | 84.71 | 11016973 | 12 | 100.00 | 0.00 |

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CIN: L26910GJ1998PLC034400



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| Resolution No. 3 | | | To appoint a director in place of Shri Ayush Bagla (DIN - 01211591), who retires by rotation and being eligible, offers himself for reappointment. (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 | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 7085139 | 7085139 | 100.00 | 7085139 | 0 | 100.00 |
| Public-Institutions | E-Voting | 3460359 | 3131175 | 90.49 | 3059107 | 72068 | 97.70 | 2.30 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3460359 | 3131175 | 90.49 | 3059107 | 72068 | 97.70 |
| Public- Non Institutions | E-Voting | 2460376 | 800671 | 32.54 | 800573 | 98 | 99.99 | 0.01 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 2460376 | 800671 | 32.54 | 800573 | 98 | 99.99 |
| Total | | 13005874 | 11016985 | 84.71 | 10944819 | 72166 | 99.35 | 0.65 |

| Resolution No. 4 | | | Ratification of remuneration payable to K.G. Goyal & Co. Cost Auditors. (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 | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 7085139 | 7085139 | 100.00 | 7085139 | 0 | 100.00 |
| Public-Institutions | E-Voting | 3460359 | 3131175 | 90.49 | 3131175 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3460359 | 3131175 | 90.49 | 3131175 | 0 | 100.00 |
| Public- Non Institutions | E-Voting | 2460376 | 800671 | 32.54 | 800531 | 140 | 99.98 | 0.02 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 2460376 | 800671 | 32.54 | 800531 | 140 | 99.98 |
| Total | | 13005874 | 11016985 | 84.71 | 11016845 | 140 | 100.00 | 0.00 |

Cera Sanitaryware Limited

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CIN: L26910GJ1998PLC034400



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| Resolution No. 5 | | | Approval of Related Party Transactions with Anjani Tiles Limited, a Subsidiary Company of the Company. (Ordinary Resolution) | | | | | |
|---|-------------------------------|------------------------|--|--|------------------------------|----------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | Yes. (Voting by Promotor/promoter group is not considered being related party transaction.) | | | | | |
| 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 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public- Institutions | E-Voting | 3460359 | 3131175 | 90.49 | 3131175 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 3131175 | 90.49 | 3131175 | 0 | 100.00 | 0.00 |
| Public- Non Institutions | E-Voting | 2460376 | 800671 | 32.54 | 800573 | 98 | 99.99 | 0.01 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot (If applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 800671 | 32.54 | 800573 | 98 | 99.99 | 0.01 |
| Total | | 13005874 | 3931846 | 30.23 | 3931748 | 98 | 100.00 | 0.00 |

Place: Kadi
Date : 4th August 2021

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,
23rd Annual General Meeting of the Equity Shareholders of
CERA SANITARYWARE LIMITED
CIN: L26910GJ1998PLC034400
Held on Wednesday, 4th Day of August, 2021 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 23rd Annual General Meeting of the Equity shareholders of **CERA SANITARYWARE LIMITED** held on Wednesday, 4th August, 2021 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 on account of ongoing pandemic of COVID - 19.

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 10th June, 2021 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 Wednesday, 28th July, 2021, 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 Sunday, 1st August, 2021 at 9.00 A.M. (IST) and concluded on Tuesday, 3rd August, 2021, 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 23rd 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 Mr. Bhavik Parikh and Mrs. Riddhi Brahmhatt 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, 2021.

| Particulars | Remote E voting | | E voting at AGM | | Total | | % age |
|----------------|-----------------|-------------|-----------------|-------|--------|-------------|--------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 143 | 1,05,17,773 | 2 | 91 | 145 | 1,05,17,864 | 95.50 |
| Dissent | 6 | 4,95,629 | 0 | 0 | 6 | 4,95,629 | 4.50 |
| Total | 149 | 1,10,13,402 | 2 | 91 | 151 | 1,10,13,493 | 100.00 |

Resolution No. 2 (ORDINARY RESOLUTION)

To declare dividend on Equity shares @ Rs. 13/- per share for the financial year 2020-21.

| Particulars | Remote E voting | | E voting at AGM | | Total | | % age |
|----------------|-----------------|-------------|-----------------|-------|--------|-------------|------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 149 | 1,10,16,882 | 2 | 91 | 151 | 1,10,16,973 | 100.00 |
| Dissent | 1 | 12 | 0 | 0 | 1 | 12 | Negligible |
| Total | 150 | 1,10,16,894 | 2 | 91 | 152 | 1,10,16,985 | 100.00 |

Resolution No. 3 (ORDINARY RESOLUTION)

Re-appointment of Shri Ayush Bagla (DIN: 01211591) as a Director, who retires by rotation.

| Particulars | Remote E voting | | E voting at AGM | | Total | | % age |
|----------------|-----------------|-------------|-----------------|-------|--------|-------------|--------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 124 | 1,09,44,814 | 1 | 5 | 125 | 1,09,44,819 | 99.35 |
| Dissent | 26 | 72,080 | 1 | 86 | 27 | 72,166 | 0.65 |
| Total | 150 | 1,10,16,894 | 2 | 91 | 152 | 1,10,16,985 | 100.00 |

SPECIAL BUSINESS:

Resolution No. 4 (ORDINARY RESOLUTION)

Ratification of remuneration payable to Cost Auditors for the financial year 2021-22.

| Particulars | Remote E voting | | E voting at AGM | | Total | | % age |
|----------------|-----------------|-------------|-----------------|-------|--------|-------------|------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 148 | 1,10,16,840 | 1 | 5 | 149 | 1,10,16,845 | 100.00 |
| Dissent | 2 | 54 | 1 | 86 | 3 | 140 | Negligible |
| Total | 150 | 1,10,16,894 | 2 | 91 | 152 | 1,10,16,985 | 100.00 |

Resolution No. 5 (ORDINARY RESOLUTION)

To approve related party transactions with Anjani Tiles Limited, a Subsidiary Company of the Company.

| Particulars | Remote E voting | | E voting at AGM | | Total | | % age |
|----------------|-----------------|-----------|-----------------|-------|--------|-----------|------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent* | 139 | 39,31,743 | 1 | 5 | 140 | 39,31,748 | 100.00 |
| Dissent | 1 | 12 | 1 | 86 | 2 | 98 | Negligible |
| Total | 140 | 39,31,755 | 2 | 91 | 142 | 39,31,846 | 100.00 |

*Voting by Promoter / promoter group is not considered being related party transaction.

A Compact Disc (CD) containing 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
ICSI Unique Code No.: P2006GJ009900
Peer review Certificate No.: 796/2020**

**UMESH
GOVINDPRASAD
AD PARIKH**

Digitally signed by UMESH GOVINDPRASAD PARIKH
DN: cn=P, o=Personal,
2.5.4.20=cd155b1899c6d5e696f61e7479b
758b214a4ac288c79d41a703ab756c747c,
serialNumber=388313, sh=Cajans,
serialNumber=6712108b45432699eef4fbcd
98110d8f3267a557a5d167c096c89405d11
06, cn=UMESH GOVINDPRASAD PARIKH
Date: 2021.08.04 18:56:12 +05'30'

**UMESH PARIKH
PARTNER**

**PRACTICING COMPANY SECRETARY
FCS No. 4152 C. P. No.: 2413
UDIN: F004152C000737016**

**Place: Ahmedabad
Date: 04.08.2021**

For Cera Sanitaryware Limited

**HEMAL
JANARDAN
SADIWALA**

Digitally signed by HEMAL JANARDAN SADIWALA
DN: cn=P, o=Personal,
2.5.4.20=8b7e4ca52a331185e0084e28107206
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cn=HEMAL JANARDAN SADIWALA
Date: 2021.08.04 19:41:25 +05'30'

**Hemal Sadiwala
Company Secretary & Compliance Officer**