



CSL/2023-24/105
6th July, 2023

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, read with the SEBI Circular dated 4th November, 2015, we are enclosing details regarding the voting results of the 25th 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, 6 th July, 2023
Total Number of Shareholders on Record date. (i.e. 29 th June, 2023)	44559
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:	07 48

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 31st March, 2023. (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	3698821	3199276	86.49	3199276	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3698821	3199276	86.49	3199276	0	100.00
Public- Non Institutions	E-Voting	2221914	432780	19.48	432768	12	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2221914	432780	19.48	432768	12	100.00
Total		13005874	10717195	82.40	10717183	12	100.00	0.00

Resolution No. 2			To declare a Dividend of Rs. 50/- per equity share for the Financial Year 2022-23. (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	3698821	3213664	86.88	3213664	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3698821	3213664	86.88	3213664	0	100.00
Public- Non Institutions	E-Voting	2221914	432780	19.48	432733	47	99.99	0.01
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2221914	432780	19.48	432733	47	99.99
Total		13005874	10731583	82.51	10731536	47	100.00	0.00

Cera Sanitaryware Limited

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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		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	3698821	3213664	86.88	2640266	573398	82.16	17.84
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3698821	3213664	86.88	2640266	573398	82.16
Public- Non Institutions	E-Voting	2221914	432780	19.48	432717	63	99.99	0.01
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2221914	432780	19.48	432717	63	99.99
Total		13005874	10731583	82.51	10158122	573461	94.66	5.34

Resolution No. 4			To ratify the remuneration payable to K. G. Goyal & Co., Cost Auditors 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	3698821	3213664	86.88	3213664	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3698821	3213664	86.88	3213664	0	100.00
Public- Non Institutions	E-Voting	2221914	432780	19.48	432726	54	99.99	0.01
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2221914	432780	19.48	432726	54	99.99
Total		13005874	10731583	82.51	10731529	54	100.00	0.00

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Resolution No. 5			Re-appointment of Ms. Akriti Jain (DIN 08259413) as an Independent Director for second term of 5 years. (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	3698821	3213664	86.88	3137680	75984	97.64	2.36
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3698821	3213664	86.88	3137680	75984	97.64
Public- Non Institutions	E-Voting	2221914	432780	19.48	432726	54	99.99	0.01
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2221914	432780	19.48	432726	54	99.99
Total		13005874	10731583	82.51	10655545	76038	99.30	0.70

Place: Kadi
Date: 06.07.2023

For, Cera Sanitaryware Limited

Hemal Sadiwala
Company Secretary

Cera Sanitaryware Limited

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CIN No. : L26910GJ1998PLC034400

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,
25th Annual General Meeting of the Equity Shareholders of
CERA SANITARYWARE LIMITED
CIN: L26910GJ1998PLC034400
Held on Thursday, 6th Day of July, 2023 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 25th Annual General Meeting of the Equity shareholders of **CERA SANITARYWARE LIMITED** held on Thursday, 6th July, 2023 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 10th May, 2023 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, 29th June, 2023, 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, 3rd July, 2023 at 9.00 A.M. (IST) and concluded on Wednesday, 5th July, 2023, 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 25th 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 receive, consider and adopt Standalone and Consolidated Audited Financial Statements, Reports of Board of Directors' and Auditors' for the year ended on 31st March, 2023.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	221	1,07,17,057	3	126	224	1,07,17,183	100.00%
Dissent	1	12	0	0	1	12	Negligible
Total	222	1,07,17,069	3	126	225	1,07,17,195	100.00%

Resolution No. 2 (ORDINARY RESOLUTION)

To declare dividend on Equity Shares for the financial year 2022-23.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	222	1,07,31,445	2	91	224	1,07,31,536	100.00%
Dissent	1	12	1	35	2	47	Negligible
Total	223	1,07,31,457	3	126	226	1,07,31,583	100.00%

Resolution No. 3 (ORDINARY RESOLUTION)

To re-appoint 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	162	1,01,58,031	2	91	164	1,01,58,122	94.66%
Dissent	63	5,73,426	1	35	64	5,73,461	5.34%
Total	225	1,07,31,457	3	126	228	1,07,31,583	100.00%

SPECIAL BUSINESS:

Resolution No. 4 (ORDINARY RESOLUTION)

To ratify remuneration payable to Cost Auditors for the financial year 2023-24.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	220	1,07,31,438	2	91	222	1,07,31,529	100.00%
Dissent	3	19	1	35	4	54	Negligible
Total	223	1,07,31,457	3	126	226	1,07,31,583	100.00%

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Resolution No. 5 (SPECIAL RESOLUTION)

Re-appointment of Ms. Akriti Jain (DIN 08259413) as an Independent Director for a further period of 5 years w.e.f 1st April, 2024.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	213	1,06,55,454	2	91	215	1,06,55,545	99.30%
Dissent	10	76,003	1	35	11	76,038	0.70%
Total	223	1,07,31,457	3	126	226	1,07,31,583	100.00%

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**

UMESH
GOVINDPRA
SAD PARIKH

Digitally signed by
UMESH
GOVINDPRASAD
PARIKH
Date: 2023.07.06
20:08:19 +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: F004152E000561940**

**Place : Ahmedabad
Date : 06/07/2023**

For Cera Sanitaryware Limited

HEMAL
JANARDAN
SADIWALA

Digitally signed by HEMAL JANARDAN
SADIWALA
DN: cn=HEMAL, o=Personal, ou=7469,
serialNumber=1301388971604216176713,
c=IN, email=jn@cerasani.com
c=HEMAL, o=HEMAL JANARDAN SADIWALA
Date: 2023.07.06 20:25:14 +05'30'

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