

# CERA

CSL/2018-19/727  
January 29, 2019

BSE Limited Corporate Relationship Department 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort Mumbai - 400 001. Scrip Code :532443 Scrip ID: CERASAN Fax: <u>022-22722039/2061/2041/2037/3121</u>	The National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai - 400 051  Scrip Code: CERA Fax: <u>022-26598237/38 or 022-26598347/48</u>
---	--

Dear Sirs,

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

We refer to our letter no CSL/2018-19/725 dated 29.01.2019 regarding outcome of Board meeting, whereby the Board of Directors has also approved the Re-classification of Shares held by Shri Shashi Kumar Somany and Madhusudan Holdings Ltd from existing Promoters/promoter Group shareholding to 'Public Shareholding' under Regulation 31A of SEBI (LODR), (Sixth Amendment) Regulations, 2018.

Further, in accordance with Regulation 31A of SEBI (LODR), (Sixth Amendment) Regulations, 2018, the Extract of the minutes of the meeting of the Board of Directors approving the request for reclassification of shares as stated above is attached herewith.

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**

Registered Office & Works : 9, GIDC Industrial Estate, Kadi 382715. District : Mehsana, North Gujarat, INDIA  
Tele : +91-2764-242329, 243000 Fax : +91-2764-242465 E-Mail : kadi@cera-india.com www.cera-india.com  
CIN No. : L26910GJ1998PLC034400

# CERA

EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF CERA SANITARYWARE LIMITED HELD ON 29.01.2019 AT "MADGUL LOUNGE", 23 CHETLA CENTRAL ROAD, OPP. CHETLA PARK, 2ND FLOOR, KOLKATA - 700027.

## **To consider Re-classification of Promoters' Shareholding.**

The Chairman informed that Late. Smt. Ganga Somany, one of the member of the Promoter/Promoter Group died on 6<sup>th</sup> January 2018 leaving behind a Will dated 7<sup>th</sup> February 2008 and Codicil dated 4<sup>th</sup> 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 31<sup>st</sup> 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 vest 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 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.

Shri Shashikumar Somany, Madhusudan Holdings Limited and Swadeshi Fan Industries Limited have co-jointly vide their application dated 18<sup>th</sup> January, 2019 (along with copy of the minutes of the meetings of the Board of Directors of Madhusudan Holdings Limited and Swadeshi Fan Industries Limited), made request for the re-classification of 28000 equity shares held by Shri Shashi Kumar Somany and 7500 equity shares held by Madhusudan Holdings Limited from 'Promoter/ Promoter group' to 'Public Shareholding'.

They have specifically mentioned in the application that they are satisfying all the conditions specified in sub clause (i) to (vii) of clause (b) of sub-regulation 3 of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018. And he also confirms that at all times from the date of such reclassification, they shall continue to comply with conditions mentioned in sub-clauses (i), (ii) and (iii) of 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.

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 of Shri Shashi Kumar Somany and Shri Vikram Somany for more than 15 years ago, the members of the Board are of the view that application for reclassification of Shri Shashi Kumar Somany and Madhusudan Holdings Limited from Promoter/Promoter group to Public be accepted and be placed before the Members of the Company for their approval at the general meeting. On approval of the same by the members, application be made by the Company to National Stock Exchange of India Ltd and BSE Ltd and/or to any other authority for their approval, as may be necessary. Members of the Board then passed the following resolution unanimously:



### **Cera Sanitaryware Limited**

Registered Office & Works : 9, GIDC Industrial Estate, Kadi 382715. District : Mehsana, North Gujarat, INDIA  
Tele : +91-2764-242329, 243000 Fax : +91-2764-242465 E-Mail : kadi@cera-india.com www.cera-india.com  
CIN No. : L26910GJ1998PLC034400

# CERA

RESOLVED THAT in compliance with Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018 and subject to the approval of the shareholders in the ensuing general meeting and other necessary approvals, request of Shri Shashi kumar Somany jointly with Madhusudan Holdings Limited and Swadeshi Fan Industries Limited vide their application dated 18<sup>th</sup> January, 2019 for reclassification from 'Promoter/Promoter Group' to 'Public Shareholding' in respect of 28000 equity shares held by Shri Shashi Kumar Somany and 7500 equity shares held by Madhusudan Holdings Limited, which have been bequeathed in favour of Shri Shashi kumar Somany, by Late Smt. Ganga Somany as per her Will dated February 7, 2008 and Codicil dated May 4, 2012 be and is hereby approved and on approval of their application by the shareholders at the ensuing general meeting of the Company, Shri Atul Sanghvi, Executive Director and Shri Narendra N. Patel, President and Company Secretary are hereby severally authorized to make application to National Stock Exchange of India Limited and BSE Limited (where the shares of Cera Sanitaryware Limited are listed) for re-classification of shares held by Shri Shashi Kumar Somany and Madhusudan Holdings Limited, from 'Promoter/Promoter Group' to 'Public Shareholding.'

RESOLVED FURTHER THAT Shri Atul Sanghvi, Executive Director and Shri Narendra N. Patel, President and Company Secretary be and are hereby severally authorized to sign applications, deeds, documents, papers etc. and take necessary actions in the matter from time to time.



**CERTIFIED TRUE COPY**  
FOR CERA SANITARYWARE LIMITED

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

---

## Cera Sanitaryware Limited

Registered Office & Works : 9, GIDC Industrial Estate, Kadi 382715. District : Mehsana, North Gujarat, INDIA  
Tele : +91-2764-242329, 243000 Fax : +91-2764-242465 E-Mail : kadi@cera-india.com www.cera-india.com

CIN No. : L26910GJ1998PLC034400