

CERA

CSL/2019-20/228

31st July, 2019

To, The General Manager BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort, Mumbai - 400 001. Scrip Code :532443 Scrip ID: CERA	To, The Assistant Vice-President National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai – 400 051 Scrip Code : CERA
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Dear Sir,

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 21st Annual General Meeting, along with the consolidated Scrutinizer's Report on e-voting and Poll.

Date of Annual General Meeting	Wednesday, 31 st July, 2019
Total Number of Shareholders on Record date. (i. e. 24 th July 2019)	21935
Number of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	9
Public	54
Number of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoters Group:	N.A.
Public :	N.A.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For, CERA SANITARYWARE LIMITED



Narendra N. Patel

Company Secretary

Encl: As above

Cera Sanitaryware Limited

Corporate Office: 7th & 8th Floors, B Wing, Privilon, Ambli BRTS Road, Iskcon 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 2019, Reports of Board of Directors and Auditors thereon. (Ordinary Resoluiton)					
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	Remote E-Voting	7120639	7120639	100.00	7120639	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		7120639	7120639	100.00	7120639	0	100.00
Public-Institutions	Remote E-Voting	2599202	* 1773951	68.25	1773951	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		2599202	1773951	68.25	1773951	0	100.00
Public- Non Institutions	Remote E-Voting	3286033	862920	26.26	862914	6	99.999	0.00
	Poll		8247	0.25	8247	0	100.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		3286033	871167	26.51	871161	6	99.999
Total		13005874	9765757	75.09	9765751	6	99.999	0.00

* 3 Members holding 396762 Equity shares have abstained from voting on this resolution 1.

Resolution No. 2			Declaration of Dividend on Equity Shares. (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	Remote E-Voting	7120639	7120639	100.00	7120639	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		7120639	7120639	100.00	7120639	0	100.00
Public-Institutions	Remote E-Voting	2599202	2170713	83.51	2170713	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		2599202	2170713	83.51	2170713	0	100.00
Public- Non Institutions	Remote E-Voting	3286033	862920	26.26	862914	6	99.999	0.00
	Poll		8247	0.25	8247	0	100.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		3286033	871167	26.51	871161	6	99.999
Total		13005874	10162519	78.14	10162513	6	99.999	0.00

Cera Sanitaryware Limited

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Resolution No. 3			Reappointment of Shri Atul Sanghvi as Director, who retires by rotation. (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	Remote E-Voting		7120639	100.00	7120639	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		7120639	7120639	100.00	7120639	0	100.00
Public-Institutions	Remote E-Voting		2170713	83.51	2170713	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		2599202	2170713	83.51	2170713	0	100.00
Public- Non Institutions	Remote E-Voting		862920	26.26	862914	6	99.999	0.00
	Poll		8247	0.25	8247	0	100.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		3286033	871167	26.51	871161	6	99.999
Total		13005874	10162519	78.14	10162513	6	99.999	0.00

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	Remote E-Voting		7120639	100.00	7120639	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		7120639	7120639	100.00	7120639	0	100.00
Public-Institutions	Remote E-Voting		2170713	83.51	2170713	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		2599202	2170713	83.51	2170713	0	100.00
Public- Non Institutions	Remote E-Voting		862920	26.26	862914	6	99.999	0.00
	Poll		8247	0.25	8247	0	100.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		3286033	871167	26.51	871161	6	99.999
Total		13005874	10162519	78.14	10162513	6	99.999	0.00

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Resolution No. 5			Appointment of Ms. Akriti Jain as an Independent Director. (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	Remote E-Voting		7120639	100.00	7120639	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		7120639	7120639	100.00	7120639	0	100.00
Public-Institutions	Remote E-Voting		2170713	83.51	2170713	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		2599202	2170713	83.51	2170713	0	100.00
Public- Non Institutions	Remote E-Voting		862920	26.26	862914	6	99.999	0.00
	Poll		8247	0.25	8247	0	100.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3286033	871167	26.51	871161	6	99.999
Total		13005874	10162519	78.14	10162513	6	99.999	0.00

Resolution No. 6			Appointment of Shri Ayush Bagla as Executive Director. (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	Remote E-Voting		7120639	100.00	7120639	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		7120639	7120639	100.00	7120639	0	100.00
Public-Institutions	Remote E-Voting		2170713	83.51	2170713	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		2599202	2170713	83.51	2170713	0	100.00
Public- Non Institutions	Remote E-Voting		862920	26.26	862914	6	99.999	0.00
	Poll		8247	0.25	8247	0	100.00	0.00
	Postal ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3286033	871167	26.51	871161	6	99.999
Total		13005874	10162519	78.14	10162513	6	99.999	0.00

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Resolution No. 7			Payment of Commission to Smt. Deepshikha Khaitan. (Special Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	Remote E-Voting	7120639	7120639	100.00	7120639	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		7120639	7120639	100.00	7120639	0	100.00
Public-Institutions	Remote E-Voting	2599202	2170713	83.51	2118338	52375	97.59	2.41
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		2599202	2170713	83.51	2118338	52375	97.59
Public- Non Institutions	Remote E-Voting	3286033	862920	26.26	862914	6	99.999	0.00
	Poll		8247	0.25	8247	0	100.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		3286033	871167	26.51	871161	6	99.999
Total		13005874	10162519	78.14	10110138	52381	99.48	0.52

Place: Ahmedabad
Date : 31st July, 2019

For, CERA SANITARYWARE LIMITED



Narendra N. Patel
President & Company Secretary

Cera Sanitaryware Limited

Corporate Office: 7th & 8th Floors, B Wing, Privilon, Ambli BRTS Road, Iskcon Crossroads, Ahmedabad 380059, India
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Registered Office & Works: 9, GIDC Industrial Estate, Kadi 382715, District Mehsana, North Gujarat

CIN: 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,
21st Annual General Meeting of the Equity Shareholders of
CERA SANITARYWARE LIMITED
CIN: L26910GJ1998PLC034400
Held on Wednesday 31st Day of July, 2019 at,
9, G.I.D.C. Industrial Estate,
Kadi - 382715, Dist. Mehsana

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll.

I, Umesh G. Parikh, partner of Parikh Dave & Associates, Practicing Company Secretaries, having its 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 voting through poll process at the 21st Annual General Meeting of Equity shareholders of **CERA SANITARYWARE LIMITED** held on Wednesday, 31st July, 2019 at 11.30 a.m. at the registered office of the Company at 9, G.I.D.C. Industrial Estate, Kadi, Dist. Mehsana - 382715. I submit the report as under:

The compliance of the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e voting) and voting by ballots / Poll by the shareholders on the resolutions proposed in the Notice of the 21st Annual General Meeting of the Company is the responsibility of the Management of the Company. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot / poll paper at the meeting are 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 to the Chairman or his authorized representative, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and of physical voting through Ballot / Poll process.

The Notice convening Annual General Meeting dated 14th May, 2019 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders.

The shareholders of the Company holding shares as on the "cut-off" date i.e. on 24th July, 2019 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Sunday, 28th July, 2019 at 10.00 a.m. (IST) and concluded on Tuesday 30th July, 2019, at 5.00 p.m. (IST) and thereafter the CDSL e-voting platform was blocked. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Ms. Riddhi Brahmhatt and Ms. Neha Singh who were not in the employment of the Company and after the conclusion of the voting through poll at the Annual General Meeting the votes cast there under were counted.



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At the Annual General Meeting after the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies (if any) lodged with the company.

I did not find any ballot papers as invalid.

Consolidated report on the remote E-voting and voting through Poll papers at the Annual General Meeting 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, 2019.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid /Abstain* Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	88	97,57,504	100	3	6	Negligible	3	3,96,762
Poll / Ballot	43	8,247	100	--	--	--	--	--

*There are no invalid votes but all 3 members holding total 3,96,762 Equity Shares have abstained from voting on this resolution.

Resolution No. 2 (ORDINARY RESOLUTION)

Declaration of Dividend on Equity Shares.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	91	1,01,54,266	100	3	6	Negligible	--	--
Poll / Ballot	43	8,247	100	--	--	--	--	--

Resolution No. 3 (ORDINARY RESOLUTION)

Re-appointment of Shri Atul Sanghvi (DIN: 00045903) Director, who retires by rotation.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	91	1,01,54,266	100	3	6	Negligible	--	--
Poll / Ballot	43	8,247	100	--	--	--	--	--

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SPECIAL BUSINESS:

Resolution No. 4 (ORDINARY RESOLUTION)

Ratification of remuneration payable to Cost Auditors for the year ending on 31st March, 2020.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	91	1,01,54,266	100	3	6	Negligible	--	--
Poll / Ballot	43	8,247	100	--	--	--	--	--

Resolution No. 5 (ORDINARY RESOLUTION)

Appointment of Ms. Akriti Jain (DIN: 08259413) as an Independent Director.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	91	1,01,54,266	100	3	6	Negligible	--	--
Poll / Ballot	43	8,247	100	--	--	--	--	--

Resolution No. 6 (SPECIAL RESOLUTION)

Appointment of Shri Ayush Bagla (DIN: 01211591) as an Executive Director.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	91	1,01,54,266	100	3	6	Negligible	--	--
Poll / Ballot	43	8,247	100	--	--	--	--	--

Resolution No. 7(SPECIAL RESOLUTION)

Payment of Commission to Smt. Deepshikha Khaitan (DIN: 03365068) Vice – Chairperson & Non-Executive Director for the financial year 2019-20 which may exceed fifty percent of total annual remuneration payable to all the Non-Executive Directors.

Manner of voting	Voted in favour of Resolution			Voted against the resolution			Invalid Votes	
	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares	%age	No. of members voted	No. of Shares
Remote E voting	87	1,01,01,891	99.48	7	52,381	0.52	--	--
Poll / Ballot	43	8,247	100	--	--	--	--	--



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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.

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 21st Annual General Meeting and the same shall be handed over thereafter to the Chairman / President & Company Secretary for safe keeping.

Thanking You,

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

Countersigned



A handwritten signature in cursive script, appearing to read "Umesh G. Parikh".

**Umesh G. Parikh
Partner
Practicing Company Secretary
F.C.S.: 4152 C.P. No.: 2413
Scrutinizer**

A handwritten signature in cursive script, appearing to read "Shri Vikram Somany".

**Shri Vikram Somany
Chairman & Managing Director**

**Place: Ahmedabad
Date: 31st July, 2019**