

# CERA

CSL/2018-19/286

August, 31, 2017

To,  
The General Manager  
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: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

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 4<sup>th</sup> November, 2015, we are enclosing details regarding the voting results of the 20<sup>th</sup> Annual General Meeting, along with the consolidated Scrutinizer's Report on e-voting and Poll.

Date of Annual General Meeting	Thursday, 30 <sup>th</sup> August, 2018
Total Number of Shareholders on Record date ( i.e. 23 <sup>rd</sup> August, 2018)	23140
Number of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	11 57
Number of Shareholders attended the meeting through Video Conferencing : Promoters and Promoters Group: Public :	N.A. 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

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## Cera Sanitaryware Limited

**Sales & Marketing Office:** Madhusudan House, Opp. Navrangpura Telephone Exchange, Navrangpura, Ahmedabad 380 006  
Tel: +91 79 26449781, 26449789 Fax: +91 79 26569259 Email: marketing@cera-india.com www.cera-india.com

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

CIN: I 26910GJ1998PLC034400

# CERA

Resolution No. 1			To Consider and Adopt Audited Standalone and Consolidated Financial Statements for the year ended on 31st March 2018, Reports of Board of Directors and Auditors ( Ordinary Resolutioin)					
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		70,92,639	99.61	70,92,639	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>		<b>71,20,639</b>	<b>70,92,639</b>	<b>99.61</b>	<b>70,92,639</b>	<b>0.00</b>	<b>100.00</b>
Public- Institutions	Remote E-Voting		13,75,235	62.98	13,75,235	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>		<b>21,83,684</b>	<b>13,75,235</b>	<b>62.98</b>	<b>13,75,235</b>	<b>0.00</b>	<b>100.00</b>
Public- Non Institutions	Remote E-Voting		11,35,580	30.68	11,35,580	0.00	100.00	0
	Poll		304	0.01	304	0.00	100.00	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>		<b>37,01,551</b>	<b>11,35,884</b>	<b>30.69</b>	<b>11,35,884</b>	<b>0.00</b>	<b>100.00</b>
<b>Total</b>		<b>1,30,05,874</b>	<b>96,03,758</b>	<b>73.84</b>	<b>96,03,758</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>

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		70,92,639	99.61	70,92,639	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>		<b>71,20,639</b>	<b>70,92,639</b>	<b>99.61</b>	<b>70,92,639</b>	<b>0.00</b>	<b>100.00</b>
Public- Institutions	Remote E-Voting		15,11,150	69.20	15,11,150	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>		<b>21,83,684</b>	<b>15,11,150</b>	<b>69.20</b>	<b>15,11,150</b>	<b>0.00</b>	<b>100.00</b>
Public- Non Institutions	Remote E-Voting		11,35,580	30.68	11,35,580	0.00	100.00	0
	Poll		304	0.01	304	0.00	100.00	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>		<b>37,01,551</b>	<b>11,35,884</b>	<b>30.69</b>	<b>11,35,884</b>	<b>0.00</b>	<b>100.00</b>
<b>Total</b>		<b>1,30,05,874</b>	<b>97,39,673</b>	<b>74.89</b>	<b>97,39,673</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>

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Resolution No. 3			Reappointment of Smt. Deepshikha Khaitan as Director, who retires by rotation.(Ordinary 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		70,92,639	99.61	70,92,639	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>		<b>71,20,639</b>	<b>70,92,639</b>	<b>99.61</b>	<b>70,92,639</b>	<b>0.00</b>	<b>100.00</b>
Public- Institutions	Remote E-Voting		15,11,150	69.20	15,11,150	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>		<b>21,83,684</b>	<b>15,11,150</b>	<b>69.20</b>	<b>15,11,150</b>	<b>0.00</b>	<b>100.00</b>
Public- Non Institutions	Remote E-Voting		11,35,580	30.68	11,35,580	0.00	100.00	0
	Poll		304	0.01	304	0.00	100.00	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>		<b>37,01,551</b>	<b>11,35,884</b>	<b>30.69</b>	<b>11,35,884</b>	<b>0.00</b>	<b>100.00</b>
<b>Total</b>		<b>1,30,05,874</b>	<b>97,39,673</b>	<b>74.89</b>	<b>97,39,673</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>

Resolution No. 4			Ratification of Appointment of Statutory Auditors and Fixing their Remuneration. ( 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		70,92,639	99.61	70,92,639	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>		<b>71,20,639</b>	<b>70,92,639</b>	<b>99.61</b>	<b>70,92,639</b>	<b>0.00</b>	<b>100.00</b>
Public- Institutions	Remote E-Voting		15,11,150	69.20	14,16,202	94948.00	93.72	6.28
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>		<b>21,83,684</b>	<b>15,11,150</b>	<b>69.20</b>	<b>14,16,202</b>	<b>94948.00</b>	<b>93.72</b>
Public- Non Institutions	Remote E-Voting		11,35,580	30.68	11,35,580	0.00	100.00	0
	Poll		304	0.01	304	0.00	100.00	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>		<b>37,01,551</b>	<b>11,35,884</b>	<b>30.69</b>	<b>11,35,884</b>	<b>0.00</b>	<b>100.00</b>
<b>Total</b>		<b>1,30,05,874</b>	<b>97,39,673</b>	<b>74.89</b>	<b>96,44,725</b>	<b>94948.00</b>	<b>99.03</b>	<b>0.97</b>

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CIN: L26910GJ1998PLC034400

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Resolution No. 5			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		70,92,639	99.61	70,92,639	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>	<b>71,20,639</b>	<b>70,92,639</b>	<b>99.61</b>	<b>70,92,639</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>
Public- Institutions	Remote E-Voting		15,11,150	69.20	15,11,150	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>	<b>21,83,684</b>	<b>15,11,150</b>	<b>69.20</b>	<b>15,11,150</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>
Public- Non Institutions	Remote E-Voting		11,35,580	30.68	11,35,580	0.00	100.00	0
	Poll		304	0.01	304	0.00	100.00	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>	<b>37,01,551</b>	<b>11,35,884</b>	<b>30.69</b>	<b>11,35,884</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>
<b>Total</b>		<b>1,30,05,874</b>	<b>97,39,673</b>	<b>74.89</b>	<b>97,39,673</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>

Resolution No. 6			Appointment of Shri Ayush Bagla 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		70,92,639	99.61	70,92,639	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>	<b>71,20,639</b>	<b>70,92,639</b>	<b>99.61</b>	<b>70,92,639</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>
Public- Institutions	Remote E-Voting		15,11,150	69.20	15,11,150	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>	<b>21,83,684</b>	<b>15,11,150</b>	<b>69.20</b>	<b>15,11,150</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>
Public- Non Institutions	Remote E-Voting		11,35,580	30.68	11,35,580	0.00	100.00	0
	Poll		304	0.01	304	0.00	100.00	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>	<b>37,01,551</b>	<b>11,35,884</b>	<b>30.69</b>	<b>11,35,884</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>
<b>Total</b>		<b>1,30,05,874</b>	<b>97,39,673</b>	<b>74.89</b>	<b>97,39,673</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>

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Resolution No. 7			Appointment of Shri Surendra Singh Baid 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	71,20,639	70,92,639	99.61	70,92,639	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	Total		70,92,639	99.61	70,92,639	0.00	100.00	0
Public- Institutions	Remote E-Voting	21,83,684	15,11,150	69.20	15,11,150	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	Total		15,11,150	69.20	15,11,150	0.00	100.00	0
Public- Non Institutions	Remote E-Voting	37,01,551	11,35,580	30.68	11,35,580	0.00	100.00	0
	Poll		304	0.01	304	0.00	100.00	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	Total		11,35,884	30.69	11,35,884	0.00	100.00	0
Total		1,30,05,874	97,39,673	74.89	97,39,673	0.00	100.00	0

Resolution No. 8			Re-appointment of Shri Sajan Kumar Pasari as an Independent 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	71,20,639	70,92,639	99.61	70,92,639	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	Total		70,92,639	99.61	70,92,639	0.00	100.00	0
Public- Institutions	Remote E-Voting	21,83,684	13,83,235	63.34	9,84,306	398929	71.16	28.84
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	Total		13,83,235	63.34	9,84,306	398929	71.16	28.84
Public- Non Institutions	Remote E-Voting	37,01,551	11,35,580	30.68	11,35,580	0.00	100.00	0
	Poll		304	0.01	304	0.00	100.00	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	Total		11,35,884	30.69	11,35,884	0.00	100.00	0
Total		1,30,05,874	96,11,758	73.90	92,12,829	398929	95.85	4.15

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Resolution No. 9			Re-appointment of Shri Lalit Kumar Bohania as an Independent 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		70,92,639	99.61	70,92,639	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>	<b>71,20,639</b>	<b>70,92,639</b>	<b>99.61</b>	<b>70,92,639</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>
Public- Institutions	Remote E-Voting		13,83,235	63.34	9,84,306	398929	71.16	28.84
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>	<b>21,83,684</b>	<b>13,83,235</b>	<b>63.34</b>	<b>9,84,306</b>	<b>398929</b>	<b>71.16</b>	<b>28.84</b>
Public- Non Institutions	Remote E-Voting		11,35,580	30.68	11,35,580	0.00	100.00	0
	Poll		304	0.01	304	0.00	100.00	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>	<b>37,01,551</b>	<b>11,35,884</b>	<b>30.69</b>	<b>11,35,884</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>
<b>Total</b>		<b>1,30,05,874</b>	<b>96,11,758</b>	<b>73.90</b>	<b>92,12,829</b>	<b>398929</b>	<b>95.85</b>	<b>4.15</b>

Resolution No. 10			To approve related party transactions					
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		70,92,639	99.61	70,92,639	0.00	100.00	0
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>	<b>71,20,639</b>	<b>70,92,639</b>	<b>99.61</b>	<b>70,92,639</b>	<b>0.00</b>	<b>100.00</b>	<b>0</b>
Public- Institutions	Remote E-Voting		15,11,150	69.20	15,11,150	0	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>	<b>21,83,684</b>	<b>15,11,150</b>	<b>69.20</b>	<b>15,11,150</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	Remote E-Voting		11,28,812	30.50	11,28,805	7	100.00	0.00
	Poll		302	0.01	302	0.00	100.00	0
	Postal ballot (If applicable)		0.00	0.00	0.00	0.00	0	0
	<b>Total</b>	<b>37,01,551</b>	<b>11,29,114</b>	<b>30.50</b>	<b>11,29,107</b>	<b>7</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>1,30,05,874</b>	<b>97,32,903</b>	<b>74.83</b>	<b>97,32,896</b>	<b>7</b>	<b>100.00</b>	<b>0.00</b>

Place: Ahmedabad  
Date : 31st August, 2018

For, CERA SANITARYWARE LIMITED

  
Narendra N. Patel  
President & Company Secretary

## Cera Sanitaryware Limited

**Sales & Marketing Office:** Madhusudan House, Opp. Navrangpura Telephone Exchange, Navrangpura, Ahmedabad 380 006  
Tel: +91 79 26449781, 26449789 Fax: +91 79 26569259 Email: marketing@cera-india.com www.cera-india.com

**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,  
20<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
CERA SANITARYWARE LIMITED  
**CIN: L26910GJ1998PLC034400**  
Held on Thursday 30<sup>th</sup> Day of August, 2018 at,  
9,G.I.D.C. Industrial Estate,  
Kadi, Dist. Mehsana - 382715

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, 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 20<sup>th</sup> Annual General Meeting of Equity shareholders of **CERA SANITARYWARE LIMITED** held on Thursday, 30<sup>th</sup> August, 2018 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 20<sup>th</sup> 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 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 3<sup>rd</sup> May, 2018 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 23<sup>rd</sup> August, 2018 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 Monday, 27<sup>th</sup> August, 2018 at 10.00 a.m. (IST) and concluded on Wednesday 29<sup>th</sup> August, 2018, 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 Mr. Bhavik Parikh 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.

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.



//2//

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.

1 (one) ballot paper in respect of a shareholder who has already voted through remote e-voting and 2 (two) unsigned ballot papers have been treated as invalid and their ballot papers were kept separately.

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)**

Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2018 and Directors' Report and Auditors' Report thereon.

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	72	96,03,454	100	0	0	0	0	0
Poll / Ballot	37	304	100	0	0	0	3	1,396

**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	75	97,39,369	100	0	0	0	0	0
Poll / Ballot	37	304	100	0	0	0	3	1,396

**Resolution No. 3 (ORDINARY RESOLUTION)**

Appointment of a Director in place of Smt. Deepshikha Khaitan (holding DIN 03365068) who retires by rotation and being eligible offers herself for re-appointment.

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	75	97,39,369	100	0	0	0	0	0
Poll / Ballot	37	304	100	0	0	0	3	1,396





**Resolution No. 4 (ORDINARY RESOLUTION)**

Ratification of appointment of Statutory Auditors to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company to be held in the Calendar year 2019.

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	51	96,44,421	99.03	24	94,948	0.97	0	0
Poll / Ballot	37	304	100	0	0	0	3	1,396

**SPECIAL BUSINESS:**

**Resolution No. 5 (ORDINARY RESOLUTION)**

Ratification of the payment of remuneration to the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2019.

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	75	97,39,369	100	0	0	0	0	0
Poll / Ballot	37	304	100	0	0	0	3	1,396

**Resolution No. 6 (ORDINARY RESOLUTION)**

Appointment of Shri Ayush Bagla (holding DIN 01211591), as an Independent Director of the Company.

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	75	97,39,369	100	0	0	0	0	0
Poll / Ballot	37	304	100	0	0	0	3	1,396



**Resolution No. 7 (ORDINARY RESOLUTION)**

Appointment of Shri Surendra Singh Baid (holding DIN 02736988), as an Independent Director of the Company.

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	75	97,39,369	100	0	0	0	0	0
Poll / Ballot	37	304	100	0	0	0	3	1,396

**Resolution No. 8 (SPECIAL RESOLUTION)**

Re-appointment of Shri Sajan Kumar Pasari (holding DIN 00370738) as an Independent Director for a further period of five year upto 31<sup>st</sup> March, 2024.

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	45	92,12,525	95.85	28	3,98,929	4.15	0	0
Poll / Ballot	37	304	100	0	0	0	3	1,396

**Resolution No. 9 (SPECIAL RESOLUTION)**

Re-appointment of Shri Lalit Kumar Bohania, (holding 00235869) as an Independent Director for a further period of five years upto 31<sup>st</sup> March, 2024.

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	45	92,12,525	95.85	28	3,98,929	4.15	0	0
Poll / Ballot	37	304	100	0	0	0	3	1,396

**Resolution No.10 (ORDINARY RESOLUTION)**

Approval for entering into transaction(s) with Related Party (i.e Anjani Tiles Limited a Subsidiary Company).

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	72	97,32,594	100	1	7	0	0	0
Poll / Ballot	36	302	100	0	0	0	3	1,396

// 5 //

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 20<sup>th</sup> 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 black ink, appearing to read "Umesh".

**Umesh G. Parikh  
Partner**

**Practicing Company Secretary  
F.C.S.: 4152 C.P. No.: 2413  
Scrutinizer**

A handwritten signature in black ink, appearing to read "Vikram Somany".

**Shri Vikram Somany  
Chairman & Managing Director**

**Place: Ahmedabad  
Date: 31<sup>st</sup> August, 2018**