

CERA

CSL/2018-19/285

August,30 2018

To, The General Manager BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort <u>Mumbai - 400 001.</u> Scrip Code :532443 Scrip ID:CERASAN Fax: <u>022-22722039/2061/2041/2037/3121</u>	To, The Assistant Vice-President 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>
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Dear Sir,

Sub: Proceedings of the 20th Annual General Meeting of the Company- Regulation 30 of SEBI (LODR) Regulations 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief proceedings of the 20th Annual General meeting of Cera Sanitaryware Limited is given below:

The 20th Annual General meeting of the Company was held on Thursday, 30th August, 2018 at the Registered office of the Company at 9, G.I.D.C, Industrial Estate, Kadi-382715, District Mehsana, North Gujarat at 11.30 a.m. to seek the approval of members of the Company on resolutions set out in the notice convening Annual General Meeting. Shri Vikram Somany, Chairman and Managing Director of the Company chaired the meeting. Thereafter he welcomed the shareholders of the company and the requisite quorum being present, he called the meeting to be in order.

Thereafter the chairman called the Company Secretary to read the Auditors' report. The Company Secretary read the report and informed that the Auditors' report did not contain any qualification or adverse remarks.

Thereafter with the permission of the members, the Chairman continued the proceedings of the meeting. The Chairman of the Company invited the questions from the members. Members asked the questions and the same were replied appropriately / satisfactorily by the Chairman. Thereafter the following resolutions as set out in the Notice convening the Annual General Meeting were proposed and seconded by the Members.

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: I26910G11998PLC034400

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Sr. No.	Details of the Agenda	Type of resolution
Ordinary Business		
1.	Adoption of Standalone and Consolidated Financial Statements including the audited Balance Sheet as at 31 st March, 2018, Statement of Profit and Loss and Cash Flow for the year ended on that day together with the Directors' Report and the Auditors' Report thereon.	Ordinary
2.	Declaration of Dividend at Rs. 12.00 per Equity Shares, on 1,30,05,874 fully paid Equity shares of Rs. 5/- each.	Ordinary
3.	Re-appointment of Smt. Deepshika Khaitan (holding DIN – 03365068), as a Director who retires by rotation.	Ordinary
4.	Ratification of appointment of N.M. Nagari & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 106792W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the calendar year 2019 at such remuneration plus reimbursement of out of pocket expenses and applicable taxes if any for the purpose of audit as may be fixed by the Board of Directors of the Company.	Ordinary
Special Business		
5.	Ratification of the remuneration payable to K.G. Goyal & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March, 31, 2019.	Ordinary
6.	Appointment of Shri Ayush Bagla (holding DIN 01211591), as Independent Director to hold office for five consecutive years for a term up to 31 st March, 2023.	Ordinary
7.	Appointment of Shri Surendra Singh Baid (holding DIN 02736988), as Independent Director to hold office for five consecutive years for a term up to 31 st March, 2023.	Ordinary
8.	Re-appointment of Shri Sajan Kumar Pasari (holding DIN 00370738) as an Independent Director for a second term of 5 (five) consecutive years up to 31 st March, 2024.	Special
9.	Re-appointment of Shri Lalit Kumar Bohania (holding DIN 00235869) as an Independent Director for a second term of 5 (five) consecutive years up to 31 st March, 2024.	Special
10	Approval of Related party Transactions	Ordinary

The Company Secretary further informed that pursuant to the Regulation 44 of SEBI (LODR) Regulations, 2015 and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014 as amended from time

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to time, the Company had provided the facility of remote E -voting to the Shareholders to enable them to cast their votes electronically on the resolutions proposed in the Notice of the of the Annual General Meeting of the Company. The remote e-voting commenced on 27th August, 2018 (10.00 a.m.) and ended on 29th August, 2018 (5.00 p.m.). Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting through Poll. The members were thereafter briefed about the procedure for filling the Poll Papers. The members had cast their votes accordingly.

The Board of Directors had appointed Shri Umesh Parikh, Partner of Parikh Dave and Associates, Company Secretaries, (Membership No. FCS: 4152) as the Scrutinizer for remote e-voting and poll process at the Annual General Meeting.

The Company Secretary informed the Members that combined result of remote e-voting and voting at the Annual General Meeting through Poll will be announced within 48 hours of the conclusion of the Annual General Meeting and will be submitted to the stock exchanges separately.

As all the business of the meeting was completed, the Chairman declared the meeting as concluded. The Chairman thanked all the members present at the meeting for taking active interest in the working of the Company.

Kindly take above on your records.

Thanking you,

Yours faithfully,

For Cera Sanitaryware Limited,



Narendra N. Patel

President & Company Secretary

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