

**General information about company**

Scrip code	532443
NSE Symbol	CERA
MSEI Symbol	NOTLISTED
ISIN	INE739E01017
Name of the entity	CERA SANITARYWARE LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	VIKRAM SOMANY	AKUPS8219B	00048827	Executive Director	Chairperson	MD	26-08-1949	NA		27-11-2001	01-07-2017			1	0	1	0		
2	Mrs	DEEPSHIKHA KHAITAN	AGCPK8668E	03365068	Executive Director	Not Applicable	MD	17-03-1975	NA		29-03-2014	01-04-2020			1	0	0	0		
3	Mr	SAJAN KUMAR PASARI	AFTPP9100J	00370738	Non-Executive - Independent Director	Not Applicable		21-02-1947	Yes	30-08-2018	15-06-2004	01-04-2019		96	1	1	1	0		
4	Mr	LALIT KUMAR BOHANIA	ADJPB1726A	00235869	Non-Executive - Independent Director	Not Applicable		16-02-1963	NA		11-07-2013	01-04-2019		96	1	1	2	2		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	AYUSH BAGLA	ADTPB8357M	01211591	Executive Director	Not Applicable		10-09-1973	NA		18-04-2018	14-05-2019			1	0	0	0		
6	Mr	SURENDRA SINGH BAID	AEMPB6456R	02736988	Non-Executive - Independent Director	Not Applicable		30-05-1951	NA		18-04-2018	18-04-2018		47	1	1	2	0		
7	Mr	ANUPAM GUPTA	AEEPG2880C	09290890	Executive Director	Not Applicable		21-05-1968	NA		15-10-2021	15-10-2021			1	0	1	0		
8	Ms	AKRITI JAIN	AJCPJ0504H	08259413	Non-Executive - Independent Director	Not Applicable		27-06-1986	NA		01-11-2018	01-11-2018		36	1	1	1	0		

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00235869	LALIT KUMAR BOHANIA	Non-Executive - Independent Director	Chairperson	11-07-2013		
2	00048827	VIKRAM SOMANY	Executive Director	Member	23-02-2008		
3	00370738	SAJAN KUMAR PASARI	Non-Executive - Independent Director	Member	30-06-2005		
4	02736988	SURENDRA SINGH BAID	Non-Executive - Independent Director	Member	18-04-2018		
5	08259413	AKRITI JAIN	Non-Executive - Independent Director	Member	01-11-2018		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02736988	SURENDRA SINGH BAID	Non-Executive - Independent Director	Chairperson	18-04-2018		
2	00370738	SAJAN KUMAR PASARI	Non-Executive - Independent Director	Member	30-06-2005		
3	00048827	VIKRAM SOMANY	Executive Director	Member	25-04-2014		
4	00235869	LALIT KUMAR BOHANIA	Non-Executive - Independent Director	Member	11-07-2013		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00235869	LALIT KUMAR BOHANIA	Non-Executive - Independent Director	Chairperson	03-03-2021		
2	02736988	SURENDRA SINGH BAID	Non-Executive - Independent Director	Member	18-04-2018		
3	09290890	ANUPAM GUPTA	Executive Director	Member	26-10-2021		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00048827	VIKRAM SOMANY	Executive Director	Chairperson	29-01-2019		
2	03365068	DEEPSHIKHA KHAITAN	Executive Director	Member	29-01-2019		
3	01211591	AYUSH BAGLA	Executive Director	Member	29-01-2019		
4	02736988	SURENDRA SINGH BAID	Non-Executive - Independent Director	Member	10-06-2021		
5	09290890	ANUPAM GUPTA	Executive Director	Member	26-10-2021		
6	99999999	RAJESH B SHAH	Member	Member	29-01-2019		

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00048827	VIKRAM SOMANY	Executive Director	Chairperson	25-04-2014		
2	03365068	DEEPSHIKHA KHAITAN	Executive Director	Member	25-04-2014		
3	02736988	SURENDRA SINGH BAID	Non-Executive - Independent Director	Member	03-03-2021		
4	09290890	ANUPAM GUPTA	Executive Director	Member	26-10-2021		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	26-10-2021				Yes	8	4
2		24-01-2022	89		Yes	8	4

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	26-10-2021				Yes	5	4
2	Audit Committee	24-01-2022	89			Yes	5	4
3	Corporate Social Responsibility Committee	09-12-2021				Yes	4	1
4	Corporate Social Responsibility Committee	23-02-2022				Yes	4	1
5	Risk Management Committee	09-12-2021				Yes	5	1
6	Risk Management Committee	23-02-2022	75			Yes	5	1

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	28-03-2022				Yes	2	1

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

### Annexure 1

#### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Hemal Sadiwala
2	Designation	Company Secretary and Compliance Officer

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
12	Financial results	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
13	Shareholding pattern	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.cera-india.com/">https://www.cera-india.com/</a>

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	Hemal Sadiwala
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Hemal Sadiwala
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months

Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	RAJESH B. SHAH		
Designation	CFO		
Place	KADI		
Date	19-04-2022		

**Signatory Details**

Name of signatory	Hemal Sadiwala
Designation of person	Company Secretary and Compliance Officer
Place	Kadi
Date	19-04-2022