

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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Half Yearly
Date of Report	30-09-2022
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

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson related to Promoter

Yes

Disqualification of Directors under section 164 of the Companies Act, 2013

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 the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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	No				Active	NA		27-11-2001	01-07-2022			1	0	0	0		
2	Mrs	DEEPSHIKHA KHAITAN	AGCPK8668E	03365068	Executive Director	Not Applicable	MD	17-03-1975	No				Active	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	No				Active	Yes	30-08-2018	15-06-2004	01-04-2019		102	1	1	0	0		
4	Mr	LALIT KUMAR BOHANIA	ADJPB1726A	00235869	Non-Executive - Independent Director	Not Applicable		16-02-1963	No				Active	NA		11-07-2013	01-04-2019		102	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 the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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	No				Active	NA		18-04-2018	14-05-2022			1	0	0	0		
6	Mr	SURENDRA SINGH BAID	AEMPB6456R	02736988	Non-Executive - Independent Director	Not Applicable		30-05-1951	No				Active	NA		18-04-2018	18-04-2018		53	1	1	2	0		
7	Mr	ANUPAM GUPTA	AEEPG2880C	09290890	Executive Director	Not Applicable		21-05-1968	No				Active	NA		15-10-2021	15-10-2021			1	0	0	0		
8	Ms	AKRITI JAIN	AJCPJ0504H	08259413	Non-Executive - Independent Director	Not Applicable		27-06-1986	No				Active	NA		01-11-2018	01-11-2018		42	1	1	1	0		

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 the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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
9	Mr	RAVI BHAMIDIPATY	AALPB1124F	00160891	Non-Executive - Independent Director	Not Applicable		12-10-1962	No				Active	NA		04-08-2022			2	1	1	2	0		

Text Block	
Textual Information(1)	<ol style="list-style-type: none">1. The Board of Directors at their meeting held on 10th May, 2022 re-appointed Shri Vikram Somany as Chairman and Managing Director of the Company for further period of 5 years w.e.f. 1st July, 2022. His re-appointment has been approved by the Members of the Company at their 24th Annual General Meeting held on 30th June, 2022.2. The Board of Directors at their meeting held on 10th May, 2022 re-appointed Shri Ayush Bagla as an Executive Director of the Company for further period of 3 years w.e.f. 14th May, 2022. His re-appointment has been approved by the Members of the Company at their 24th Annual General Meeting held on 30th June, 2022.3. The Members of the Company at their 24th Annual General Meeting held on 30th June, 2022 approved the appointment of Shri Anupam Gupta as Director and Executive Director (Technical) for period of 3 year w.e.f. 15th October, 2021.4. The Members of the Company at their 24th Annual General Meeting held on 30th June, 2022 approved the re-appointment of Shri Surendra Singh Baid as an Independent Director for second term of 5 years w.e.f. 1st April, 2023.

Audit Committee Details							
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	02736988	SURENDRA SINGH BAID	Non-Executive - Independent Director	Member	18-04-2018		
3	08259413	AKRITI JAIN	Non-Executive - Independent Director	Member	01-11-2018		
4	00160891	RAVI BHAMIDIPATY	Non-Executive - Independent Director	Member	04-08-2022		
5	00048827	VIKRAM SOMANY	Executive Director	Member	23-02-2008	04-08-2022	
6	00370738	SAJAN KUMAR PASARI	Non-Executive - Independent Director	Member	30-06-2005	04-08-2022	

Nomination and remuneration committee							
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	00235869	LALIT KUMAR BOHANIA	Non-Executive - Independent Director	Member	11-07-2013		
3	00160891	RAVI BHAMIDIPATY	Non-Executive - Independent Director	Member	04-08-2022		
4	00370738	SAJAN KUMAR PASARI	Non-Executive - Independent Director	Member	30-06-2005	04-08-2022	
5	00048827	VIKRAM SOMANY	Executive Director	Member	25-04-2014	04-08-2022	

Stakeholders Relationship Committee							
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	00160891	RAVI BHAMIDIPATY	Non-Executive - Independent Director	Member	04-08-2022		
4	09290890	ANUPAM GUPTA	Executive Director	Member	26-10-2021	04-08-2022	

Risk Management Committee							
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		Textual Information(1)

Sr Text Block	
Textual Information(1)	Shri Rajesh B. Shah is Chief Financial Officer of the Company and he is member of Risk Management Committee.

Corporate Social Responsibility Committee							
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		

Other Committee						
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							Textual Information(1)	No. of Independent Directors attending the meeting*
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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	
1	10-05-2022				Yes	8		
2		04-08-2022	85		Yes	9	9	5

Text Block	
Textual Information(1)	<p>After approval of Appointment of Shri Ravi Bhamidipaty by the Board , then he joined Meeting of Board of Directors dated 4th August 2022.</p> <p>Therefore we have considered his present as Director in the Board meeting dated 4th August 2022.</p>

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory							Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
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)				
1	Audit Committee	10-05-2022				Yes	5	5	4	0
2	Audit Committee	04-08-2022	85			Yes	5	5	4	0
3	Nomination and remuneration committee	09-05-2022				Yes	4	4	3	0
4	Nomination and remuneration committee	28-07-2022	79			Yes	4	3	3	0
5	Risk Management Committee	20-07-2022				Yes	5	5	1	1
6	Corporate Social Responsibility Committee	27-09-2022	68			Yes	4	4	1	0

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 1000 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 III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

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

Additional Half yearly Disclosure			
Applicability of disclosure		Applicable	
Reason for Non Applicability		Textual Information(1)	
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(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) 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			
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
(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			
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)
II. Affirmations			
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	20-10-2022		

Signatory Details	
Name of signatory	Hemal Sadiwala
Designation of person	Company Secretary and Compliance Officer
Place	Kadi
Date	20-10-2022

