

CERA

CSL/2022-23/153
30th June 2022

To, BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort, Mumbai – 400001. Scrip Code :532443 Scrip ID: CERA	To, National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai – 400051. Scrip Code: CERA
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Dear Sir/Madam,

Sub.: Submission of Result and Scrutinizers' Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

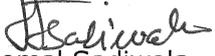
Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Circular dated 4th November, 2015, we are enclosing details regarding the voting results of the 24th Annual General Meeting, along with the consolidated Scrutinizer's Report on remote e-voting and e-voting during the AGM.

Date of Annual General Meeting	Thursday, 30 th June, 2022
Total Number of Shareholders on Record date. (i.e. 23 rd June, 2022)	22490
Number of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A. N.A.
Number of Shareholders attended the meeting through Video Conferencing / OAVM: Promoters and Promoters Group: Public:	09 55

You are requested to take the same on your records.

Thanking you,

For, CERA SANITARYWARE LIMITED


Hemal Sadiwala
Company Secretary
Encl: As above



Cera Sanitaryware Limited

Corporate Office: 7th & 8th Floors, B Wing, Privilon, Ambli BRTS Road, Iskon 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

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Resolution No. 1			To consider and adopt Standalone and Consolidated Audited Financial Statements, Reports of Board of Directors' and Auditors' for the year ended on 31st March, 2022. (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	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3768792	1999119	53.04	1678381	320738	83.96	16.04
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		3768792	1999119	53.04	1678381	320738	83.96
Public- Non Institutions	E-Voting	2151943	592930	27.55	592917	13	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		2151943	592930	27.55	592917	13	100.00
Total		13005874	9677188	74.41	9356437	320751	96.69	3.31

Resolution No. 2			To declare a final dividend on Equity shares @ Rs. 20/- per share and special dividend @ Rs. 15/- per share for the financial year 2021-22. (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	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3768792	2001891	53.12	2001891	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		3768792	2001891	53.12	2001891	0	100.00
Public- Non Institutions	E-Voting	2151943	592930	27.55	592917	13	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		2151943	592930	27.55	592917	13	100.00
Total		13005874	9679960	74.43	9679947	13	100.00	0.00

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Resolution No. 3			Re-appointment of Smt. Deepshika Khaitan (DIN: 03365068) as a 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	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public- Institutions	E-Voting	3768792	2001891	53.12	1573461	428430	78.60	21.40
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3768792	2001891	53.12	1573461	428430	78.60
Public- Non Institutions	E-Voting	2151943	592930	27.55	592917	13	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2151943	592930	27.55	592917	13	100.00
Total		13005874	9679960	74.43	9251517	428443	95.57	4.43

Resolution No. 4			To Appoint Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as the Statutory Auditors of the Company for a term of 5 (five) consecutive years and fixing of 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	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public- Institutions	E-Voting	3768792	2001891	53.12	2001012	879	99.96	0.04
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3768792	2001891	53.12	2001012	879	99.96
Public- Non Institutions	E-Voting	2151943	592930	27.55	592917	13	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2151943	592930	27.55	592917	13	100.00
Total		13005874	9679960	74.43	9679068	892	99.99	0.01

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Resolution No. 5			Ratification of remuneration payable to Cost Auditors for the financial year 2022-23. (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	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public- Institutions	E-Voting	3768792	2001891	53.12	1999484	2407	99.88	0.12
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		3768792	2001891	53.12	1999484	2407	99.88
Public- Non Institutions	E-Voting	2151943	592930	27.55	592917	13	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		2151943	592930	27.55	592917	13	100.00
Total		13005874	9679960	74.43	9677540	2420	99.97	0.03

Resolution No. 6			Re-appointment of Shri Surendra Singh Baid (DIN 02736988) as an Independent Director for a further period of 5 years w.e.f 1st April, 2023. (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	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public- Institutions	E-Voting	3768792	2001891	53.12	1862959	138932	93.06	6.94
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		3768792	2001891	53.12	1862959	138932	93.06
Public- Non Institutions	E-Voting	2151943	592930	27.55	592910	20	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		2151943	592930	27.55	592910	20	100.00
Total		13005874	9679960	74.43	9541008	138952	98.56	1.44

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Resolution No. 7			Appointment of Shri Anupam Gupta (DIN: 09290890) as a Director of the Company. (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	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public- Institutions	E-Voting	3768792	2001891	53.12	1573461	428430	78.60	21.40
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3768792	2001891	53.12	1573461	428430	78.60
Public- Non Institutions	E-Voting	2151943	592902	27.55	592882	20	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2151943	592902	27.55	592882	20	100.00
Total		13005874	9679932	74.43	9251482	428450	95.57	4.43

Resolution No. 8			Approval for appointment of Shri Anupam Gupta (DIN: 09290890) as an Executive Director (Technical) for a period of 3 years w.e.f. 15th October, 2021. (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	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public- Institutions	E-Voting	3768792	2001891	53.12	1522750	479141	76.07	23.93
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3768792	2001891	53.12	1522750	479141	76.07
Public- Non Institutions	E-Voting	2151943	592902	27.55	592882	20	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2151943	592902	27.55	592882	20	100.00
Total		13005874	9679932	74.43	9200771	479161	95.05	4.95

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Resolution No. 9			Approval for appointment of Shri Ayush Bagala (DIN: 01211591) as Executive Director for a period of 3 years w.e.f. 14th May, 2022. (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	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3768792	2001891	53.12	1574049	427842	78.63	21.37
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3768792	2001891	53.12	1574049	427842	78.63
Public- Non Institutions	E-Voting	2151943	592930	27.55	592910	20	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2151943	592930	27.55	592910	20	100.00
Total		13005874	9679960	74.43	9252098	427862	95.58	4.42

Resolution No. 10			Approval for appointment of Shri Vikram Somany (DIN: 00048827) as a Chairman and Managing Director for a period of 5 years w.e.f. 1st July, 2022. (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	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3768792	2001891	53.12	1515960	485931	75.73	24.27
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3768792	2001891	53.12	1515960	485931	75.73
Public- Non Institutions	E-Voting	2151943	592930	27.55	592917	13	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2151943	592930	27.55	592917	13	100.00
Total		13005874	9679960	74.43	9194016	485944	94.98	5.02

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Resolution No. 11			Approval for payment of remuneration to the Directors not in whole time employment of the Company. (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	E-Voting	7085139	7085139	100.00	7085139	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.00	7085139	0	100.00
Public- Institutions	E-Voting	3768792	2001891	53.12	2001891	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		3768792	2001891	53.12	2001891	0	100.00
Public- Non Institutions	E-Voting	2151943	592930	27.55	592910	20	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		2151943	592930	27.55	592910	20	100.00
Total		13005874	9679960	74.43	9679940	20	100.00	0.00

Place: Kadi
Date : 30th June 2022

For, CERA SANITARYWARE LIMITED


Hemal Sadiwala
Company Secretary



Cera Sanitaryware Limited

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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,
24th Annual General Meeting of the Equity Shareholders of
CERA SANITARYWARE LIMITED
CIN: L26910GJ1998PLC034400
Held on Thursday, 30th Day of June, 2022 at 11.30 A.M.
through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Voting through electronic means during Annual General Meeting.

I, Umesh G. Parikh, partner of Parikh Dave & Associates, Practicing Company Secretaries, having 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 e-voting by the members at the 24th Annual General Meeting of the Equity shareholders of **CERA SANITARYWARE LIMITED** held on Thursday, 30th June, 2022 at 11.30 a.m. through Video Conferencing / Other Audio Visual Means in compliance with applicable circulars issued by both MCA and SEBI providing relaxation and permitting the Companies to hold the Annual General Meeting ("AGM") through VC /OAVM, without the physical presence of the Members at a common venue.

The Management of the Company is responsible for ensuring compliances with the requirements of provisions of the Companies Act and the Rules framed thereunder, the MCA Circulars and SEBI (LODR) Regulations relating to the voting on the resolutions as contained in the notice calling Annual General Meeting. My responsibility as a scrutinizer is to ensure that the voting process both through remote E voting as well as by E voting at Annual General Meeting is 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 contained in the Notice to the Chairman or his authorized representative, based on the reports generated from system of Central Depository Services (India) Limited (CDSL), the service provider.

The Notice convening Annual General Meeting dated 10th May, 2022 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders through electronic means to those shareholders whose e-mails address were registered with the Company / depositories.

Voting rights were reckoned as on Thursday, 23rd June, 2022, being the cut-off date for the purpose of deciding the entitlements of members for voting on the resolutions as contained in the notice of Annual General Meeting.

The voting period for remote e-voting commenced on Monday, 27th June, 2022 at 9.00 A.M. (IST) and concluded on Wednesday, 29th June, 2022, at 5.00 p.m. (IST) and thereafter the CDSL e-voting platform was blocked and then re-opened during the Annual General Meeting.

//2//

At the 24th Annual General Meeting convened through Video Conferencing / Other Audio Visual Means, it was announced that the members who have not exercised their voting right through E voting and are attending the meeting, if they wish they can exercise their right to vote through E-voting facility provided by the Company during the meeting.

After the conclusion of the Annual General Meeting the votes cast by the members through remote e voting as well as through e voting at Annual General Meeting were unblocked in presence of two witnesses Mrs. Riddhi Brahmhatt and Ms. Vrinda Nair who are not in the employment of the Company.

Consolidated report on the remote E-voting and E-voting at Annual General Meeting at 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, 2022.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	179	93,56,437	0	0	179	93,56,437	96.69
Dissent	6	3,20,751	0	0	6	3,20,751	3.31
Total	185	96,77,188	0	0	185	96,77,188	100.00

Resolution No. 2 (ORDINARY RESOLUTION)

To declare a final dividend on Equity shares @ Rs. 20/- per share and special dividend @ Rs. 15/- per share for the financial year 2021-22.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	184	96,79,947	0	0	184	96,79,947	100.00
Dissent	2	13	0	0	2	13	Negligible
Total	186	96,79,960	0	0	186	96,79,960	100.00

Resolution No. 3 (ORDINARY RESOLUTION)

Re-appointment of Smt. Deepshika Khaitan (DIN: 03365068) as a Director, who retires by rotation.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	143	92,51,517	0	0	143	92,51,517	95.57
Dissent	45	4,28,443	0	0	45	4,28,443	4.43
Total	188	96,79,960	0	0	188	96,79,960	100.00

Resolution No. 4 (ORDINARY RESOLUTION)

To Appoint Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) as the Statutory Auditors of the Company for a term of 5 (five) consecutive years and fixing of their remuneration.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	183	96,79,068	0	0	183	96,79,068	99.99
Dissent	3	892	0	0	3	892	0.01
Total	186	96,79,960	0	0	186	96,79,960	100.00

SPECIAL BUSINESS:

Resolution No. 5 (ORDINARY RESOLUTION)

Ratification of remuneration payable to Cost Auditors for the financial year 2022-23.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	183	96,77,540	0	0	183	96,77,540	99.97
Dissent	3	2,420	0	0	3	2,420	0.03
Total	186	96,79,960	0	0	186	96,79,960	100.00

Resolution No. 6 (SPECIAL RESOLUTION)

Re-appointment of Shri Surendra Singh Baid (DIN 02736988) as an Independent Director for a further period of 5 years w.e.f 1st April, 2023.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	167	95,41,008	0	0	167	95,41,008	98.56
Dissent	21	1,38,952	0	0	21	1,38,952	1.44
Total	188	96,79,960	0	0	188	96,79,960	100.00

Resolution No. 7 (ORDINARY RESOLUTION)

Appointment of Shri Anupam Gupta (DIN: 09290890) as a Director of the Company.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	141	92,51,482	0	0	141	92,51,482	95.57
Dissent	46	4,28,450	0	0	46	4,28,450	4.43
Total	187	96,79,932	0	0	187	96,79,932	100.00

Resolution No. 8 (SPECIAL RESOLUTION)

Approval for appointment of Shri Anupam Gupta (DIN: 09290890) as an Executive Director (Technical) for a period of 3 years w.e.f. 15th October, 2021.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	130	92,00,771	0	0	130	92,00,771	95.05
Dissent	55	4,79,161	0	0	55	4,79,161	4.95
Total	185	96,79,932	0	0	185	96,79,932	100.00

Resolution No. 9 (SPECIAL RESOLUTION)

Approval for appointment of Shri Ayush Bagala (DIN: 01211591) as Executive Director for a period of 3 years w.e.f. 14th May, 2022.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	143	92,52,098	0	0	143	92,52,098	95.58
Dissent	45	4,27,862	0	0	45	4,27,862	4.42
Total	188	96,79,960	0	0	188	96,79,960	100.00

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Resolution No. 10 (SPECIAL RESOLUTION)

Approval for appointment of Shri Vikram Somany (DIN: 00048827) as a Chairman and Managing Director for a period of 5 years w.e.f. 1st July, 2022.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	128	91,94,016	0	0	128	91,94,016	94.98
Dissent	58	4,85,944	0	0	58	4,85,944	5.02
Total	186	96,79,960	0	0	186	96,79,960	100.00

Resolution No. 11 (SPECIAL RESOLUTION)

Approval for payment of remuneration to the Directors not in whole time employment of the Company.

Particulars	Remote E voting		E voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	183	96,79,940	0	0	183	96,79,940	100.00
Dissent	3	20	0	0	3	20	Negligible
Total	186	96,79,960	0	0	186	96,79,960	100.00

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.

The electronic data and all the other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary and Compliance officer for safe keeping after the Chairman considers, approves and signs the minutes of the AGM.

**FOR PARIKH DAVE & ASSOCIATES
COMPANY SECRETARIES**

**UMESH
GOVINDPRAS
AD PARIKH**

Digitally signed by UMESH GOVINDPRASAD
PARIKH
DN: c=IN, o=Personal,
2.5.4.206465518996c5de56f461e7479b
758d51444e0086c96a1a703eb56c747c,
postalCode=390015, st=GUJARAT,
serialNumber=72c20886543266ed48bd
69810cd4087672720107206c40402d01
196, cn=UMESH GOVINDPRASAD PARIKH
Date: 2022.06.30 18:27:05 +05'30'

**UMESH PARIKH
PARTNER
PRACTICING COMPANY SECRETARY
FCS No. 4152 C. P. No.: 2413
UDIN: F004152D000548245
ICSI Unique Code No.: P2006GJ009900
Peer review Certificate No.: 796/2020**

**Place : Ahmedabad
Date : 30-06-2022**

For Cera Sanitaryware Limited

**HEMAL
JANARDAN
SADIWALA**

Digitally signed by HEMAL JANARDAN
SADIWALA
DN: c=IN, o=Personal,
2.5.4.206465518996c5de56f461e7479b
758d51444e0086c96a1a703eb56c747c,
postalCode=390015, st=GUJARAT,
serialNumber=72c20886543266ed48bd
69810cd4087672720107206c40402d01
196, cn=HEMAL JANARDAN SADIWALA
Date: 2022.06.30 18:35:16 +05'30'

**Hemal Sadiwala
Company Secretary & Compliance Officer
(Authorised Representative)**