

CERA

Cera Sanitaryware Limited

Regd. Office : 9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, Gujarat.

Phone : (02764) 243000, 242329

www.cera-india.com; E-mail : kadi@cera-india.com; CIN : L26910GJ1998PLC034400

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given that, pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), read with the General Circular dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021 and 5th May, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") [including any statutory modification or re-enactment thereof for the time being in force], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and also Circulars dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, the Resolution appended below for the appointment of Shri Ravi Bhamidipaty (DIN: 00160891) as an Independent Director, on the Board of Directors of Cera Sanitaryware Limited ("the Company") is proposed for approval of the Shareholders of the Company through Postal Ballot by E-voting process ("E-voting").

In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on Thursday, 15th September, 2022 ("Cut-off date"). Members may note that the Notice of Postal Ballot is uploaded on the Company's website www.cera-india.com and maybe accessed by the Members and will also be available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. In compliance with the Act, MCA Circulars and other applicable provisions, the physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid self-addressed business reply envelope are not being sent to the Members for this Postal Ballot and Members have been requested to communicate their assent or dissent through the e-voting system only. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide E – voting facility.

The Board of Directors of the Company has appointed Shri Umesh Parikh or failing him Shri Uday Dave, Partners of Parikh Dave & Associates, Practicing Company Secretaries, Ahmedabad, as the Scrutinizer for conducting Postal Ballot through E-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars and SEBI Circulars, Members can vote only through the E-voting process. Accordingly, the Company is pleased to offer E-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes under the section "INSTRUCTIONS FOR E-VOTING" in this Postal Ballot Notice ("Postal Ballot Notice") to cast their vote electronically.

The E-voting will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

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| Commencement of E-voting | 09:00 AM (IST) on 22 nd September, 2022 (Thursday) |
| End of E-voting | 05:00 PM (IST) on 21 st October, 2022 (Friday) |

You are requested to peruse the proposed Resolution along with its Explanatory Statement and read the instructions and notes carefully and thereafter cast your vote through the e-voting system not later than 5.00 pm (IST) on 21st October, 2022. Once the vote is cast by the Member, the Member shall not be allowed to change it subsequently.

The Results will be declared on receipt of Scrutinizer's Report at the Registered office of the Company at 9, GIDC Industrial Estate, Kadi - 382715. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cera-india.com and on the website of CDSL immediately and communicated to the stock exchanges on which the shares of the Company are listed within two working days from the last date of voting. Subject to receipt of requisite number of votes, the resolution mentioned in the Notice shall be considered as deemed to be passed on 21st October, 2022 (Friday) i.e. last day of the e-voting period.

PROPOSED RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT

Item No. 1

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

APPOINTMENT OF SHRI RAVI BHAMIDIPATY AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ravi

Bhamidipaty (DIN:00160891), who was appointed as an Additional Director of the Company with effect from 4th August, 2022, pursuant to Section 161 of the Act and Article 137 of the Articles of Association of the Company and in respect of whom the company has received a notice in writing from a member proposing him as a director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 3 (Three) consecutive years up to 3rd August 2025.”

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| <p>Regd. Office: 9, GIDC industrial Estate, Kadi – 382 715 Dist. Mehsana, Gujarat, India CIN : L26910GJ1998PLC034400 Date : 13th September, 2022</p> | <p>By order of the Board of Directors For Cera Sanitaryware Ltd. Hemal Sadiwala Company Secretary (ACS:20741)</p> |
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Notes:

1. Statement pertaining to the aforesaid resolution setting out material facts as required under section 102(1) of the Act annexed hereto.
2. Voting rights of the members shall be in proportion of shares held by them as on 15th September, 2022 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
3. All the documents referred to in the Notice and Explanatory Statement will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to 21st October, 2022. Members seeking to inspect such documents can send an E-mail to ceragreen@cera-india.com.
4. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to participate for the E - voting. Corporate Shareholders intending to authorize their representatives to vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by E-mail at evoting@parikh-dave.com and the same should also be uploaded on the E-voting portal of Central Depository Services (India) Limited (“CDSL”).
5. Shareholders who have not yet registered their E-mail addresses are requested to register the same with their Depository Participant (“DP”) in case the shares are held by them in demat mode and with the Company’s RTA in case the shares are held by them in physical mode.
6. **INSTRUCTION FOR E-VOTING:**
 - I. In compliance with the provisions of Section 108 of the Act read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing

Regulations, SEBI Circulars and MCA Circulars, the Shareholders are provided with the facility to cast their vote electronically through E-voting services provided by CDSL on the Resolution set forth in this Postal Ballot Notice.

- II. Once the vote on a Resolution is cast by the Shareholders, he / she shall not be allowed to change it subsequently or cast vote again.

A. Login method for E-voting for Individual Shareholders holding securities in Demat Mode with CDSL/NSDL:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their Mobile Number and E-mail IDs in their demat accounts in order to access E-voting facility.

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> |

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| | <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>1) If you are already registered for NSDLIDeAS facility, please visit the E-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on mobile.</p> <p>2) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>3) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a</p> |

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| | <p>mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33. |
| Individual Shareholders holding securities Demat mode with NSDL | Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

B. Login method for E-voting for all Physical Shareholders and Shareholders other than Individual Shareholders viz. Institutions/Corporate Shareholders holding Shares in Demat Mode:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders/Members” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form

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| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Please enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company/RTA records in order to login. Date of Birth - If both the details are not recorded with the Depository or Company/RTA, please enter the DP ID and Client ID / Folio Number in the Dividend Bank details field as mentioned in Instruction B. |

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat

form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Cera Sanitaryware Limited> on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

C. Instructions for Non – Individual Shareholders and Custodians for E-voting:

- 1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- 3) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- 4) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 5) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 6) Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; company email id i.e.ceragreen@cera-india.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

D. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, Mobile No., Email ID, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/ RTA email id.
- 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com, under help section or you can write an E-mail to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

Explanatory Statement pursuant to provisions of Section 102 the Companies Act, 2013 and SEBI Regulations.

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee and in order to broaden the strength of Board of Directors, the Board of Directors at its meeting held on 4th August 2022 has appointed Shri Ravi Bhamidipaty (DIN:00160891) as an Additional Director (Independent) of the Company w.e.f. 4th August 2022 under section 161 of the Companies Act, 2013 ('the Act') and Article 137 of the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of amendment in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') effective from 1st January, 2022, a listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Shri Ravi Bhamidipaty would require approval of Members of the Company on or before 3rd November, 2022.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Shri Ravi Bhamidipaty for appointment as an Independent Director of the Company. Shri Ravi Bhamidipaty has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, Shri Ravi Bhamidipaty fulfils the conditions specified in the Act and rules made thereunder and Listing Regulations for appointment as an Independent Director of the Company. He is independent of the management of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Shri Ravi Bhamidipaty as an Independent Director is now being placed before the Members for their approval. Further, in terms of Regulation 17(1C) of the Listing Regulations and other applicable provisions, the appointment of Shri Ravi Bhamidipaty as Independent Director is being placed for the approval of the members within the stipulated time frame.

A brief profile of Shri Ravi Bhamidipaty, the nature of his expertise in specific functional areas, disclosure of relationships between directors, inter-se, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are provided herein.

Brief Profile of Shri Ravi Bhamidipaty is given below:

Shri Ravi Bhamidipaty (DIN: 00160891) aged 59 years is a gold medalist in Commerce, a Chartered Accountant, Company Secretary, Cost and Works Accountant and a Chartered Financial Analyst. He has an illustrious career spanning over 37 years during which he has specialized in areas of - Corporate Finance, Debt Syndication, Equity Placement, Public Issues, QIPs, IPP, Rupee and Overseas Bonds, Investor Relationship, Credit Ratings both domestic and International, Business Management, Strategy and Planning, Mergers and Acquisitions, Divestments, Budgets and Financial control, Business Transformation, Governance Risk & Control, Capex Management, Debt Restructuring apart from Accounts, ERP initiatives, Secretarial, Legal and taxation.

In the last 37 years, he has grown various businesses multifold, raised equity and debt of over Rs. 75,000 crores, did various top-of-the-line- acquisitions, joint ventures and partnerships.

He was Chief Financial officer (CFO) of Adani Ports And Special Economic Zone Ltd for period of 9 years from June-2009 to February- 2018. After serving reputed companies like Ashima, Sembawang and Adani group as Chief Financial Officer, he has now started his Management and Financial Consultancy.

He has attended one meeting of the Board of Directors. He does not hold any shares in the Company. He is not related to any of the other directors on the Board. Shri Ravi Bhamidipaty is holding Directorship as Managing Director in TCT Ventures Private Limited and as Director in Svelte Developers Private Limited. He is not holding Directorship of any listed Companies.

The Board considers that Shri Ravi Bhamidipaty has skills, knowledge and rich experience of well-governed large organizations, financial management with an understanding of accounting and financial statements, regulatory environment, strategic planning and risk management, which would be beneficial to the Board of Directors and the Company, therefore it is considered desirable to avail his services as an Independent Director.

The Board strongly believes that Shri Ravi Bhamidipaty fits into the criteria of skills/qualifications/ expertise that are necessary for the appointment of Independent Director.

Copy of the draft letter of appointment of Shri Ravi Bhamidipaty setting out the terms and conditions and other relevant documents will be available for inspection in electronic mode until 21st October, 2022.

Except Shri Ravi Bhamidipaty, none of other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution in the Postal Ballot Notice.

Accordingly, the Board recommends the resolution of the accompanying notice of Postal Ballot for appointment of Shri Ravi Bhamidipaty as an Independent Director for passing by the members of the Company as a Special Resolution. The Members are requested to approve the Special Resolution.

Regd. Office:
9, GIDC industrial Estate,
Kadi – 382 715
Dist. Mehsana,
Gujarat, India
CIN : L26910GJ1998PLC034400
Date : 13th September, 2022

By order of the
Board of Directors
For Cera Sanitaryware Ltd.

Hemal Sadiwala
Company Secretary
(ACS:20741)