



CSL/2022-23/344
21st October 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 BandraKurla Complex Bandra (East) Mumbai – 400051. Scrip Code: CERA
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Dear Sir/Madam,

Sub.: Result of Postal Ballot Notice dated 13th September 2022 and Scrutinizers' Report

With reference to our letter dated 19th September, 2022 and pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Rules made there under and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, the approval of the Members of the Company by way of special resolution was sought by Postal Ballot Process through remote e-voting mode vide notice dated 13th September 2022, for appointment of Shri Ravi Bhamidipaty, (DIN: 00160891) as an Independent Director of the Company for the term of 3 years w.e.f. 4th August, 2022.

Shri Umesh Parikh, Partner of Parikh Dave & Associates, Practicing Company Secretaries, who was appointed as the Scrutinizer for the aforesaid Postal Ballot Process has submitted their Report on 21st October, 2022.

In accordance with the said Report, the members of the Company have approved the Special Resolution as set out in the Postal ballot Notice dated 13th September, 2022 with requisite majority.

We are enclosing herewith the results of Postal ballot in prescribed format alongwith the Report of Scrutinizer. The same is also being uploaded on Company's website at www.cera-india.com

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, Iskcon 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



RESULTS OF POSTAL BALLOT

(As per Regulations 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of Company	Cera Sanitaryware Limited
Date of Postal Ballot Notice	13 th September, 2022
Total Number of Shareholders as on Record date. (Cut off date : 15 th September, 2022)	27534
Voting start date	09:00 AM (IST) on 22 nd September, 2022 (Thursday)
Voting End date	05:00 PM (IST) on 21 st October, 2022 (Friday)
Number of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
Number of Shareholders attended the meeting through Video Conferencing / OAVM: Promoters and Promoters Group: Public:	Not Applicable

Resolution			Approval of Appointment of Shri Ravi Bhamidipaty, (DIN: 00160891) as an Independent Director of the Company for the term of 3 years w.e.f. 4th August, 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	100.000	7085139	0	100.000	0.000
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		7085139	7085139	100.000	7085139	0	100.000
Public- Institutions	E-Voting	3600231	3095235	85.973	3095235	0	100.000	0.000
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		3600231	3095235	85.973	3095235	0	100.000
Public- Non Institutions	E-Voting	2320504	594103	25.602	593974	129	99.978	0.022
	Poll		NA	NA	NA	NA	NA	NA
	Postal ballot (If applicable)		NA	NA	NA	NA	NA	NA
	Total		2320504	594103	25.602	593974	129	99.978
Total		13005874	10774477	82.843	10774348	129	99.999	0.001

* Pursuant to applicable MCA circulars, the postal ballot was conducted through e-voting only.

Place: Ahmedabad
Date: 21st October 2022

For, Cera Sanitaryware Limited

Hemal Sadiwala
Company Secretary

Cera Sanitaryware Limited

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

To,
The Chairman,
CERA SANITARYWARE LIMITED
CIN: L26910GJ1998PLC034400
9,GIDC Industrial Estate, Kadi,
Mehsana-382715

Dear Sir,

Sub: Scrutinizer's Report on voting through Postal ballot (by remote E-voting) conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

I, Umesh 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 a Scrutinizer by the Board of Directors of **CERA SANITARYWARE LIMITED** ('the Company') to ensure that the process of Postal ballot (by electronic means) is conducted in compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, 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") and SEBI Circular No. SEBI / HO /CFD / CMD 1/ CIR / P / 2020/79 Dated 12th May 2020 (the "Relevant Circulars"), including any statutory modification or re-enactment thereof for the time being in force in respect of the resolution contained in the Notice of the Postal ballot dated 13th September, 2022 as circulated to the members.

The compliance of the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through postal ballot (by electronic means) by the shareholders on the resolution proposed to be passed as contained in the Notice of the Postal Ballot is the responsibility of the Management of the Company. My responsibility as a scrutinizer is to ensure that the voting process through postal ballot is conducted in a fair and transparent manner and to provide Scrutinizer's Report of the votes cast "In favour" or "Against" the resolution to the Chairman on the basis of report generated from E-voting system or platform provided by Central Depository Services (India) Limited.

I submit my report as under:

1. As per the provisions of Section 108 and 110 of the Act, read with the relevant Rules framed thereunder, a Notice of the Postal Ballot along with the Explanatory Statement as required under Section 102 of the Act, was sent to all the entitled members of the Company for passing of the proposed resolution as contained in the notice of postal ballot.
2. The Company completed dispatch of Notice of Postal ballot on Monday, 19th September, 2022 to all its entitled members / beneficiaries whose name appears in the Register of Members as on the cut-off date i.e. Thursday, 15th September, 2022. In view of the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the postal ballot notices were sent only by emails to all its members who have registered their email addresses with the Company/ Company's Registrar and Share Transfer Agent and the communication of assent/dissent of the members took place through remote voting system only provided by CDSL, the agency engaged by the Company to provide the Members with the facility of remote voting.
3. The members holding Shares as on "cut-off date" i.e. Thursday, 15th September, 2022 were only entitled to vote on the resolutions as contained in the Notice of the Postal ballot.

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4. The voting by postal ballot (e-voting) was kept open from Thursday, 22nd September, 2022 at 9:00 a.m. and ended on Friday, 21st October, 2022 at 5:00 p.m. and thereafter the CDSL e-voting platform was disabled.
5. The votes cast under remote e-voting facility were unblocked on 21st October, 2022 at around 5.15 P.M. (IST) in the presence of two witnesses Mrs. Riddhi Brahmhatt and Ms. Vrinda Nair who were not in the employment of the company.
6. The votes tendered through remote E voting were reconciled with the records maintained by Company or Company's RTA and then were scrutinized by me, based on CDSL E-voting portal / system.
7. Particulars of voting done through electronic means by the members have been duly entered in the separate register maintained for the purpose.
8. Report on the voting through Postal ballot (by remote E-voting) is as under:

Item No.1: SPECIAL RESOLUTION-

Appointment of Shri Ravi Bhamidipaty as an Independent Director of the Company.

Category	Mode of Voting	No. of Share Held (1)	No. of Votes polled (2)	% of votes polled on the 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	Postal Ballot through E - voting	70,85,139	70,85,139	100.00%	70,85,139	0	100.00%	0.00%
Public – Institutions	Postal Ballot through E - voting	36,00,231	30,95,235	85.97%	30,95,235	0	100.00%	0.00%
Public – Non-Institutions	Postal Ballot through E - voting	23,20,504	5,94,103	25.60%	5,93,974	129	99.98%	0.02%
Total		1,30,05,874	1,07,74,477	82.84%	1,07,74,348	129	100.00%	Negligible

Pursuant to applicable MCA circulars, the postal ballot was conducted through e-voting only.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (if any) for the resolution is enclosed.

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All relevant records of Postal ballot including electronic voting and other related papers / registers etc. are under my safe custody and the same will be handed over to the Company Secretary of the Company for their preservation after the Chairman considers, approves and declares results of the postal ballot.

Thanking You,

**Yours Faithfully,
For Parikh Dave & Associates
Company Secretaries**

UMESH
GOVINDPRASAD
PARIKH

Digitally signed by UMESH
GOVINDPRASAD PARIKH
Date: 2022.10.21 20:05:56
+05'30'

Umesh Parikh
Partner
Scrutinizer
Practicing Company Secretary
F.C.S.: 4152 C.P. No.: 2413
ICSI Unique Code No.: P2006GJ009900
Peer review Certificate No.: 796/2020
UDIN: F004152D001340146

Place: Ahmedabad
Date: 21/10/2022

**Countersigned
For Cera Sanitaryware
Limited**

HEMAL
JANARDAN
SADIWALA

Digitally signed by HEMAL JANARDAN SADIWALA
DN: cn=HEMAL, o=Personals, ou=1769,
pseudoym=1130138917160425167M7J1YjyWAI2ul,
2.5.4.20=6646c4e1524e33f51a85e90684a233b7298733
c0002acade4b37a854114229, postalCode=380008,
st=Gujarat,
serialNumber=C5a156776e3136cd9974ed883781a1c2
d8169639610982c0825679d5c966, cn=HEMAL
JANARDAN SADIWALA
Date: 2022.10.21 20:40:16 +05'30'

Hemal Sadiwala
Company Secretary and
Compliance Officer
Authorised Representative