



RESULTS OF E-VOTING AND BY BALLOTS AT EGM

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Members/proxies were provided with the facility to cast their votes through e-voting and physical ballot on the following Resolutions proposed to be passed at the Extra-ordinary General Meeting of the Company held on February 25, 2015.

1. Issue of Equity Shares on Preferential Basis.
2. To increase the aggregate limit of FII's shareholding

Shri Umesh G. Parikh, Partner of Parikh Dave & Associates, Companies Secretaries, Ahmedabad, was appointed as the Scrutinizer for conducting the voting process in a fair and transparent manner.

The e-voting period commenced on Thursday, February 19, 2015 (10.00 a.m.) and ended on Saturday, February 21, 2015 (6.00 p.m.). The Company has also made arrangement for voting by ballot at the Extra-ordinary General Meeting held on 25-02-2015 for those members who could not cast their votes by e-voting.

Based on the report submitted by the Scrutinizer, following results are announced:

Resolution Nos.		Assent	%	Dissent	%
Special Resolution No.1	Total No. of voting rights voted	76,96,960	99.9999	9	00.0001
	No. of members voted	80	98.77	1	01.23
Special Resolution No.2	Total No. of voting rights voted	76,96,967	99.9999	2	00.0001
	No. of members voted	80	98.77	1	01.23

Note: Equity Shareholders are entitled to one vote for one share.

Accordingly, I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

Kadi,
February 25, 2015

For Cera Sanitaryware Limited,

Narendra N. Patel
Company Secretary

Cera Sanitaryware Limited

Madhusudan House, Opp. Navrangpura Telephone Exchange, Navrangpura, Ahmedabad 380 006
Tel: +91 79 26449781, 26449789 Fax: +91 79 26569259 Email: marketing@cera-india.com www.cera-india.com

Registered Office & Works: 9, GIDC Industrial Estate, Kadi 382 715, District Mehsana, North Gujarat

CIN: L26910GJ1998PLC034400

**PARIKH DAVE & ASSOCIATES
COMPANY SECRETARIES**

*5-D, 5th Floor, Vardan Exclusive,
Next to Vimal House, Nr. Stadium Petrol Pump,
Navrangpura, Ahmedabad – 380014.
+91-79-2640 5454, 2640 1122, info@parikhdave.com
www.parikhdave.com*

To,
The Chairman,
CERA SANITARYWARE LIMITED
9, GIDC Industrial Estate,
Kadi – 382 715

Dear Sir,

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-voting and voting on poll by your share holders, at the Extraordinary General Meeting of your Company held on 25th February, 2015.

Please find enclosed our reports in two parts as listed below:

Section I – Report of Poll Results at the Extraordinary General Meeting in the prescribed format.

Section II – Consolidated Results of e-voting and Poll.

We trust you will find our report to be comprehensive and self – explanatory in all respects. We will however be happy to answer your queries if any on the same and assure you of our best services at all the times.

Thanking you
For Parikh Dave and Associates
Company Secretaries



Umesh Parikh
Partner
CP No. - 2413



Section I

Report of Poll Results at the Extraordinary General Meeting in the prescribed format.

**PARIKH DAVE & ASSOCIATES
COMPANY SECRETARIES**

5-D, 5th Floor, Vardan Exclusive,
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Navrangpura, Ahmedabad – 380014.
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FORM NO. MGT – 13

Scrutinizer's Report

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman,
CERA SANITARYWARE LIMITED
9, GIDC Industrial Estate,
Kadi – 382 715

Dear Sir,

I, Umesh G. Parikh, Partner of M/s. Parikh Dave & Associates, a Company Secretary Firm having office at 5-D, 5th Floor, Vardan Exclusive, Next to Vimal House, Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad - 380 014, appointed as a Scrutinizer of Cera Sanitaryware Limited ("the Company") for the purpose of the poll process taken on the below mentioned resolutions, at the Extraordinary General Meeting of the Equity Shareholders of the Company, held on Wednesday, 25th February, 2015 at 11.30 a.m. at 9, GIDC Industrial Estate, Kadi – 382 715, submit our report as under:

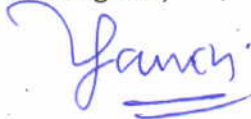
1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. At the Extraordinary General Meeting, the Company facilitated the members present in the meeting who could not exercise their votes through e-voting, to record their votes through poll process.
3. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of Poll is as per "Section - I".



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6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the President and Company Secretary authorized by the Board for safe keeping.

Thanking You,



Yours Faithfully,
Umesh G. Parikh

Partner

Parikh Dave & Associates

Company Secretaries

5 - D, 5th Floor, Vardan Exclusive,

Next to Vimal House,

Nr. Stadium Petrol Pump,

Navrangpura, Ahmedabad - 380 014

Place: Ahmedabad

Date: 25th February, 2015

CERA SANITARYWARE LIMITED

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

Section - I

Resolution 1 - Issue of Equity Shares on Preferential basis

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	4708	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
1	200

Resolution 2 - Increase in the Aggregate Limit of FIIs' Shareholding

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	4708	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
1	200



Thanking You
Yours Faithfully,

Umesh



Umesh G. Parikh
Partner
Parikh Dave & Associates
Company Secretaries
5 - D, 5th Floor, Vardan Exclusive,
Next to Vimal House,
Nr. Stadium Petrol Pump,
Navrangpura, Ahmedabad - 380 014

Place: Ahmedabad
Date: 25th February, 2015

Section II

Consolidated Results of e-voting and Poll.

CERA SANITARYWARE LIMITED

Detailed Consolidated Results of e-voting and Ballot Forms voting

Section - II

Item No. 1 - Issue of Equity Shares on Preferential basis

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	38	43	81	4708	7692261	7696969	100.0000
Assent	38	42	80	4708	7692252	7696960	99.9999
Dissent	0	1	1	0	9	9	0.0001
Total	38	43	81	4708	7692261	7696969	100.0000

Item No. 2 - Increase in the Aggregate Limit of FII's Shareholding

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	38	43	81	4708	7692261	7696969	100.0000
Assent	38	42	80	4708	7692259	7696967	99.9999
Dissent	0	1	1	0	2	2	0.0001
Total	38	43	81	4708	7692261	7696969	100.0000

I, report that all the resolutions at item number 1 and 2 have been passed by requisite majority (99.9999%).

Thanking You
Yours Faithfully,


Umesh G. Parikh

Partner

Parikh Dave & Associates

Company Secretaries

5 - D, 5th Floor, Vardan Exclusive, Next to Vimal House,
Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad - 380 014.



Place: Ahmedabad

Date: 25th February, 2015