

CERA

CSL/2016-17/310
July 30, 2016

BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort Mumbai - 400 001. Scrip Code :532443 Scrip ID:CERASAN Fax:022-22722039/2061/2041/2037/3121	The National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai - 400 051 Scrip Code : CERA Fax: 022-26598237/38 or 022-26598347/48
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Dear Sir,

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

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular dated 4 November 2015, we are enclosing details regarding the voting results of the Annual General Meeting along with the Scrutinizer's Report on e-voting and voting by ballot papers:

Date of Annual General Meeting	Friday, 29th July 2016
Total number of shareholders on Record Date (i.e. 22nd July, 2016)	15992
Number of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	13 61
Number of shareholders attended the meeting through Video Conferencing: Promoters and Promoters Group: Public:	N.A. N.A.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For **Cera Sanitaryware Limited**



Narendra N. Patel
President & Company Secretary
Encl: as above

Cera Sanitaryware Limited

Sales & Marketing Office: 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

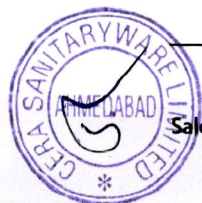
Registered Office & Works: 9, GIDC Industrial Estate, Kadi 382715, District Mehsana, North Gujarat

CIN: L26910GJ1998PLC034400

Voting Results at the 18TH Annual General Meeting of the Company held on 29th July, 2016

Resolution No. 1				To consider and adopt Audited Financial Statements, Reports of Board of Directors and Auditors. (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 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	Remote E-voting		71,20,639	100.00	71,20,639	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	71,20,639	71,20,639	100.00	71,20,639	0	100.00	0.00
Public - Institutions	Remote E-voting		15,58,037	58.61	15,58,037	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total	26,58,193	15,58,037	58.61	15,58,037	0	100.00	0.00
Public – Non Institutions	Remote E-voting		3,13,518	9.71	3,13,518	0	100.00	0.00
	Poll		1,15,083	3.57	1,15,083	0	100.00	0.00
	Total	32,27,042	4,28,601	13.28	4,28,601	0	100.00	0.00

Resolution No. 2				Declaration of dividend on Equity Shares. (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 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	Remote E-voting		71,20,639	100.00	71,20,639	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	71,20,639	71,20,639	100.00	71,20,639	0	100.00	0.00
Public - Institutions	Remote E-voting		15,58,037	58.61	15,58,037	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total	26,58,193	15,58,037	58.61	15,58,037	0	100.00	0.00
Public – Non Institutions	Remote E-voting		3,13,518	9.71	3,13,518	0	100.00	0.00
	Poll		1,15,083	3.57	1,15,083	0	100.00	0.00
	Total	32,27,042	4,28,601	13.28	4,28,601	0	100.00	0.00



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Resolution No. 3				Reappointment of Smt. Deepshikha Khaitan as 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 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	Remote E-voting		71,20,639	100.00	71,20,639	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	71,20,639	71,20,639	100.00	71,20,639	0	100.00	0.00
Public - Institutions	Remote E-voting		15,58,037	58.61	14,52,092	1,05,945	93.20	6.80
	Poll		0	0.00	0	0	0.00	0.00
	Total	26,58,193	15,58,037	58.61	14,52,092	1,05,945	93.20	6.80
Public – Non Institutions	Remote E-voting		3,13,518	9.71	3,13,518	0	100.00	0.00
	Poll		1,15,083	3.57	1,15,083	0	100.00	0.00
	Total	32,27,042	4,28,601	13.28	4,28,601	0	100.00	0.00

Resolution No. 4				Appointment of Auditors and fixing 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 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	Remote E-voting		71,20,639	100.00	71,20,639	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	71,20,639	71,20,639	100.00	71,20,639	0	100.00	0.00
Public - Institutions	Remote E-voting		15,58,037	58.61	15,56,561	1,476	99.91	0.09
	Poll		0	0.00	0	0	0.00	0.00
	Total	26,58,193	15,58,037	58.61	15,56,561	1,476	99.91	0.09
Public – Non Institutions	Remote E-voting		3,13,518	9.71	3,13,518	0	100.00	0.00
	Poll		1,15,083	3.57	1,15,083	0	100.00	0.00
	Total	32,27,042	4,28,601	13.28	4,28,601	0	100.00	0.00



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Resolution No. 5				To ratify the remuneration payable to Cost Auditors. (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 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	Remote E-voting		71,20,639	100.00	71,20,639	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	71,20,639	71,20,639	100.00	71,20,639	0	100.00	0.00
Public - Institutions	Remote E-voting		15,58,037	58.61	15,57,072	965	99.94	0.06
	Poll		0	0.00	0	0	0.00	0.00
	Total	26,58,193	15,58,037	58.61	15,57,072	965	99.94	0.06
Public – Non Institutions	Remote E-voting		3,13,518	9.71	3,13,518	0	100.00	0.00
	Poll		1,15,083	3.57	1,15,083	0	100.00	0.00
	Total	32,27,042	4,28,601	13.28	4,28,601	0	100.00	0.00

Resolution No. 6				To approve Related Party Transactions. (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 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	Remote E-voting		71,20,639	100.00	71,20,639	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	71,20,639	71,20,639	100.00	71,20,639	0	100.00	0.00
Public - Institutions	Remote E-voting		15,58,037	58.61	15,58,037	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total	26,58,193	15,58,037	58.61	15,58,037	0	100.00	0.00
Public – Non Institutions	Remote E-voting		3,06,768	9.51	3,06,758	10	100.00	0.00
	Poll		1,15,081	3.56	1,15,081	0	100.00	0.00
	Total	32,27,042	4,21,849	13.07	4,21,839	10	100.00	0.00



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Resolution No. 7			To retain Dr. K. N. Maiti as Consultant. (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 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	Remote E-voting		71,20,639	100.00	71,20,639	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	71,20,639	71,20,639	100.00	71,20,639	0	100.00	0.00
Public - Institutions	Remote E-voting		15,58,037	58.61	15,53,255	4,782	99.69	0.31
	Poll		0	0.00	0	0	0.00	0.00
	Total	26,58,193	15,58,037	58.61	15,53,255	4,782	99.69	0.31
Public – Non Institutions	Remote E-voting		3,13,518	9.71	3,13,518	0	100.00	0.00
	Poll		1,15,083	3.57	1,15,083	0	100.00	0.00
	Total	32,27,042	4,28,601	13.28	4,28,601	0	100.00	0.00

Place : Ahmedabad
Date : 30 July, 2016



For, CERA SANITARYWARE LIMITED

Narendra N. Patel
NARENDRA N. PATEL
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 and Managing Director,
18th Annual General Meeting of the Equity Shareholders of
CERA SANITARYWARE LIMITED,
(CIN: L26910GJ1998PLC034400)
Held on 29th July, 2016 at,
9, GIDC Industrial Estate,
Kadi, Mehsana - 382715.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll.

I, Umesh G. Parikh, Partner of Parikh Dave & Associates, Practicing Company Secretaries, having its office at 5-D, 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 the remote e-voting process and voting through poll process at the 18th Annual General Meeting of Equity shareholders of **CERA Sanitaryware Limited** held on Friday, 29th July, 2016 at 11.30 a.m. I submit the report as under:

The Notice convening Annual General Meeting dated 3rd May, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders.

The shareholders of the company holding shares as on the "cut-off" date i.e. on 22nd July, 2016 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Tuesday 26th July, 2016 at 10.00 a.m. (IST) and concluded on Thursday 28th July, 2016, at 5.00 p.m. (IST) and thereafter the CDSL e-voting platform was blocked.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Mr. Neel Shah and Mr. Bhavik Parikh who were not in the employment of the company and after the conclusion of the voting through poll at the Annual General Meeting the votes cast there under were counted.

At the Annual General Meeting after the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

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The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.

The Ballots, which were incomplete and / or votes which were otherwise found defective have been treated as invalid and such ballots were kept separately.

Consolidated report on the remote E-voting and voting through Poll papers at the Annual General Meeting is as under:

ORDINARY BUSINESSES:

Resolution No. 1 (ORDINARY RESOLUTION)

Adoption of the Audited Financial Statements for the year ended on 31st March, 2016, Report of Board of Directors' and Auditors'.

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
116	91,07,277	100%

ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	3,740

Resolution No. 2 (ORDINARY RESOLUTION)

Declaration of Dividend on Equity Shares.

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
116	91,07,277	100%

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ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	3,740

Resolution No. 3 (ORDINARY RESOLUTION)

Appointment of Director in place of Smt. Deepshikha Khaitan (DIN: 03365068), who retires by rotation and being eligible, offers herself for re-appointment.

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
87	90,01,332	98.84%

ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	1,05,945	1.16%

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	3,740

Resolution No. 4 (ORDINARY RESOLUTION)

Appointment of Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General meeting and to fix their remuneration.

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
114	91,05,801	99.98%

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ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	1,476	0.02%

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	3,740

SPECIAL BUSINESS:

Resolution No. 5 (ORDINARY RESOLUTION)

Ratification of remuneration payable to K.G. Goyal & Co., Cost Accountants as Cost Auditors for the financial year ending 31st March, 2017.

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
115	91,06,312	99.99%

ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	965	0.01%

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	3,740

Resolution No. 6 (ORDINARY RESOLUTION)

Approval of Related Party Transactions.

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
113	91,00,515	100%

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ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	0%

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	10,492

Resolution No. 7 (ORDINARY RESOLUTION)

Availing services from Dr. K. N. Maiti (Director) in the Capacity of Ceramic Scientist.

i. Voted in **favour** of the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
112	91,02,495	99.95%

ii. Voted **against** the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	4,782	0.05%

iii. **Invalid** votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
1	3,740

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.

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All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 18th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking You,



**Place: Ahmedabad
Date: 29th July, 2016**

Yours Faithfully,

A handwritten signature in blue ink that reads "Umesh".

**Umesh G. Parikh
FCS: 4152 CP No. 2413
Scrutinizer
Practicing Company
Secretary**

Countersigned

A handwritten signature in blue ink that reads "Vikram Somany".

**Shri Vikram Somany
Chairman &
Managing Director**