

CERA

RESULTS OF THE EVOTING/BALLOT/AGM VOTING

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 16th Annual General Meeting of the Company held on August 22, 2014.

1. Adoption of Audited Statement of Profit and Loss for the year ended 31st March, 2014 and Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. Declaration of Dividend on Equity Shares
3. Appointment of Dr. K.N. Maiti as Director, who retires by rotation and is being eligible for re-appointment.
4. Appointment of Auditors and fixing their remuneration.
5. Appointment of Shri Ashok Chhajed as an Independent Director.
6. Appointment of Shri Sajjan Kumar Pasari as an Independent Director.
7. Appointment of Shri Govindbhai P. Patel as an Independent Director
8. Appointment of Shri Lalit Kumar Bohania as an Independent Director
9. Appointment of Smt. Deepshikha Khaitan as Director.
10. Appointment of Shri Atul Sanghvi as Director
11. Appointment of Shri Atul Sanghvi as Executive Director.
12. Reappointment of Shri Vikram Somany as Chairman and Managing Director.
13. Approval of the remuneration of the Cost Auditors.

Shri Umesh 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 Saturday, August 16, 2014 (10.00 a.m.) and ended on Monday, August 18, 2014 (6.00 p.m.). The last date for submitting duly completed physical ballots by the Shareholders was also Monday, August 18, 2014 (6.00 p.m.). The Company has also made arrangement for voting by ballot at the Annual General Meeting held on 22-08-2014 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	%
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.1	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.2	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.3	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,372	100	1	0
Resolution No.4	No. of members voted	69	98.6	1	1.4
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.5	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.6	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.7	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.8	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.9	No. of members voted	70	100	0	0

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

CERA

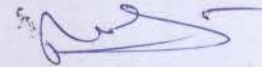
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.10	No. of members voted	70	100	0	0
Special	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.11	No. of members voted	70	100	0	0
Special	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.12	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.13	No. of members voted	70	100	0	0

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, August 23, 2014

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,
Mehsana – 382715

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 Annual General Meeting of your Company held on 22nd August, 2014.

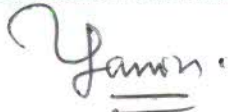
Please find enclosed our reports in two parts as listed below:

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

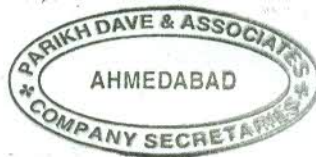
Section II – Consolidated Results of e-voting and Poll.

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



Umesh Parikh
Partner
CP No. - 2413



Section I

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

**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@parikhfidave.com
www.parikhfidave.com*

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]**

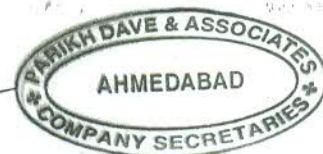
To,
The Chairman,
CERA SANITARYWARE LIMITED
9, GIDC Industrial Estate,
Kadi,
Mehsana – 382715

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 Scrutinizer of Cera Sanitaryware Limited ("the Company") for the purpose of the poll process taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of the Company, held on 22nd August 2014 at 11.00 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 Annual 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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**PARIKH DAVE & ASSOCIATES
COMPANY SECRETARIES**

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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,

Umesh

Yours Faithfully,

Umesh G. Parikh

Partner

Parikh Dave & Associates

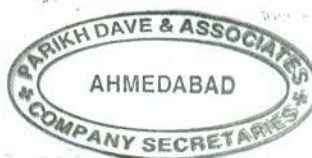
Company Secretaries

5 - D, 5th Floor, Vardan Exclusive,

Next to Vimal House,

Nr. Stadium Petrol Pump,

Navrangpura, Ahmedabad - 380 014



Place: Ahmedabad

Date: 22nd August, 2014

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 - To receive consider and adopt the financial statements of the Company for the year ended 31st March, 2014. Ordinary Resolution

(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
40	118759	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	1050

Resolution 2 - To declare dividend on Equity Shares. Ordinary Resolution

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

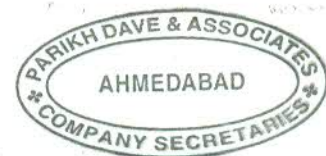
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	118759	100

(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	1050



Resolution 3 - To appoint a director in place of Dr. K. N. Maiti who retires by rotation and being eligible offers himself for reappointment. – **Ordinary Resolution**

(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
40	118759	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	1050

Resolution 4 -To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion the next Annual General Meeting and to fix their remuneration.-**Ordinary Resolution**

(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
40	118759	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	1050



Resolution 5 - To appoint Shri Ashok Chhajed as an Independent Director - Ordinary Resolution

(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
40	118759	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	1050

Resolution 6 - : To appoint Shri Sajan Kumar Pasari as an Independent Director. - Ordinary Resolution

(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
40	118759	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	1050



Resolution 7 - To appoint Shri Govindbhai P. Patel as an Independent Director.- Ordinary Resolution

(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
40	118759	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	1050

Resolution 8 To appoint Shri Lalit Kumar Bohania as an Independent Director.- Ordinary Resolution

(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
40	118759	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	1050



Resolution 9 - To appoint Smt. Deepshikha Khaitan as a Director. - Ordinary Resolution

(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
40	118759	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	1050

Resolution 10 - To appoint Shri Atul Sanghvi as a Director.- Ordinary Resolution

(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
40	118759	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	1050



Resolution 11 -To appoint Shri Atul Sanghvi as an Executive Director. - Special Resolution

(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
40	118759	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	1050

Resolution 12 - To re appoint Shri Vikram Somany as Chairman and Managing Director. -Special Resolution

(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
40	118759	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	1050



Resolution 13 - To approve / ratify remuneration to K.G.Goyal and Co. Cost Accountants as Cost Auditors of the Company. - **Ordinary Resolution**

(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
40	118759	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	1050

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: 22nd August, 2014

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 - To receive, consider and adopt the Directors' Report, Auditors' Report and Audited Balance Sheet as at 31st March 2014, Statement of Profit and Loss and Cash flow Statement for the year ended on that date. **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 2 - To declare dividend on equity shares for the financial year ended on 31st March,2014. – **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 3 - To appoint a director in place of Dr. K. N. Maiti who retires by rotation and being eligible offers himself for reappointment. – **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 4 - To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion the next Annual General Meeting and to fix their remuneration.-**Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	29	69	118759	7435613	7554372	100.000
Dissent	0	1	1	0	1	1	0.000
Total	40	30	70	118759	7435614	7554373	100.000



Item No. 5 - To appoint Shri Ashok Chhajer as an Independent Director - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 6 - To appoint Shri Sajan Kumar Pasari as an Independent Director. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 7 - To appoint Shri Govindbhai P. Patel as an Independent Director.- **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 8 - To appoint Shri Lalit Kumar Bohania as an Independent Director.- **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Papers	E-Votes	Total	Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 9 - Item No. 9 - To appoint Smt. Deepshikha Khaitan as a Director. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000



Item No. 10 - To appoint Shri Atul Sanghvi as a Director.- **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling	E-Votes	Total	Polling	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 11 - To appoint Shri Atul Sanghvi as an Executive Director. - **Special Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling	E-Votes	Total	Polling	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 12 - To re appoint Shri Vikram Somany as Chairman and Managing Director. -**Special Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling	E-Votes	Total	Polling	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 13 - To approve / ratify remuneration to K.G.Goyal and Co. Cost Accountants as Cost Auditors of the Company - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling	E-Votes	Total	Polling	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

I, report that all the resolutions except resolution at item number 4 has been passed unanimously and resolution No. 4 has been passed by requisite majority.

Thanking You
Yours Faithfully,

Umesh G. Parikh

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: 22nd August, 2014