

CERA

RESULTS OF THE EVOTING/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 remote e-voting and physical ballot at Annual General Meeting on the following Resolutions proposed to be passed at the 17th Annual General Meeting of the Company held on July 30, 2015.

1. To receive, consider and adopt the financial statements of the company for the year ended 31st March, 2015 including statement of Audited Profit and Loss for the year ended 31st March, 2015 and Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. To declare dividend on Equity Shares.
3. To appoint a director in place of Dr. K.N. Maiti (DIN: 01331266), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint 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.
5. Ratification of remuneration payable to K.G. Goyal & Co., Cost Accountants as Cost Auditors for the financial year ended 31st March, 2016.

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

The remote e-Voting period commenced on Monday, July 27, 2015 (10.00 a.m.) and ended on Wednesday, July 29, 2015 (5.00 p.m.). The Company has also made arrangement for voting by ballot at the Annual General Meeting held on 30.07.2015 for those members who could not cast their votes by remote e-voting.

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

Resolution Nos.		Assent	%	Dissent	%
Ordinary Resolution No.1	Total no. of voting rights voted	81,49,800	99.998	200	0.002
	No. of members voted	102	99.029	01	0.971
Ordinary Resolution No.2	Total no. of voting rights voted	81,49,800	99.998	200	0.002
	No. of members voted	102	99.029	01	0.971
Ordinary Resolution No.3	Total no. of voting rights voted	80,32,072	98.553	1,17,928	1.447
	No. of members voted	83	80.582	20	19.418
Ordinary Resolution No.4	Total no. of voting rights voted	78,72,847	96.599	2,77,153	3.401
	No. of members voted	94	91.262	09	8.738
Ordinary Resolution No.5	Total no. of voting rights voted	81,47,889	99.974	2,111	0.026
	No. of voting rights voted	99	96.116	04	3.884



Cera Sanitaryware Limited

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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

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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, July 31, 2015

for Cera Sanitaryware Limited



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,
Shri. Vikram Somany
The Chairman and Managing Director,
17th Annual General Meeting of the Equity Shareholders of
CERA SANITARYWARE LIMITED,
Held on 30th July, 2015 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 M/s. 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 17th Annual General Meeting of Equity shareholders of M/s. Cera Sanitaryware Limited held on Thursday, 30th July, 2015 at 11.30 a.m. I submit the report as under:

The Notice convening Annual General Meeting dated 23rd April, 2015 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 23rd July, 2015 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 Monday, 27th July, 2015 at 10.00 a.m. (IST) and ended on Wednesday, 29th July, 2015 at 5.00 p.m. (IST) and CDSL e-voting platform was blocked thereafter.

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 at the Annual General Meeting the votes cast there under were counted.




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

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 M/s. MCS Share Transfer Agent Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.

I did not find any poll papers invalid.

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)

To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2015 including statement of Audited Profit and Loss for the year ended 31st March, 2015 and Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
102	81,49,800	99.998%

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
01	200	0.002%

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	NIL



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Resolution No. 2 (ORDINARY RESOLUTION)

To Declare Dividend on Equity Shares.

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
102	81,49,800	99.998%

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
01	200	0.002%

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 3 (ORDINARY RESOLUTION)

To appoint a Director in place of Dr. K.N. Maiti (DIN: 01331266), who retires by rotation and being eligible, offers himself for re-appointment.

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
83	80,32,072	98.553%

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
20	1,17,928	1.447%

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	NIL

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Resolution No. 4(ORDINARY RESOLUTION)

To appoint 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	Number of votes cast by them	% of total number of valid votes cast
94	78,72,847	96.599%

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
09	2,77,153	3.401%

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	NIL

SPECIAL BUSINESS:

Resolution No. 5 (ORDINARY RESOLUTION)

Ratification of remuneration payable to M/s. K.G. Goyal & Co., Cost Accountants as Cost Auditors for the financial year ending 31st March, 2016.

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

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
99	81,47,889	99.974%

ii. Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
04	2,111	0.026%

iii. **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	NIL

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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.

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 17th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking You,



**Place: Ahmedabad
Date: 31st July, 2015**

Yours Faithfully,

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

**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**