

# CERA

CSL/2020-21/174

11<sup>th</sup> September, 2020

To, The General Manager BSE Limited Corporate Relationship Department 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort, Mumbai - 400 001. Scrip Code :532443 Scrip ID: CERA	To, The Assistant Vice-President National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai – 400 051 Scrip Code : CERA
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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 the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Circular dated 4<sup>th</sup> November, 2015, we are enclosing details regarding the voting results of the 22<sup>nd</sup> Annual General Meeting, along with the consolidated Scrutinizer's Report on remote e-voting and e-voting during the AGM.

Date of Annual General Meeting	Thursdays, 10 <sup>th</sup> September, 2020
Total Number of Shareholders on Record date. (i.e. 3 <sup>rd</sup> September, 2020)	16732
Number of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	N.A. N.A.
Number of Shareholders attended the meeting through Video Conferencing / OAVM: Promoters and Promoters Group: Public:	9 59

You are requested to take the same on your record.

Thanking you,

For, CERA SANITARYWARE LIMITED



Hemal Sadiwala

Company Secretary

Encl: As above

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## Cera Sanitaryware Limited

**Corporate Office:** 7<sup>th</sup> & 8<sup>th</sup> 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

# CERA

Resolution No. 1			To Consider and Adopt Standalone and Consolidated Audited Financial Statements for the year ended on 31st March 2020, Reports of Board of Directors and Auditors thereon. (Ordinary Resoluition)					
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	100.00	7085139	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3323415	3076417	92.57	3076417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable) -		0	0.00	0	0	0.00	0.00
	Total		3323415	3076417	92.57	3076417	0	100.00
Public- Non Institutions	E-Voting	2597320	998603	38.45	998484	119	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		2597320	998603	38.45	998484	119	99.99
Total		13005874	11160159	85.81	11160040	119	99.99	0.01

Resolution No. 2			To consider the interim dividend on equity shares @ Rs. 13/- per share already paid as final dividend for the Financial Year 2019-20. (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 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	100.00	7085139	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3323415	3076417	92.57	3076417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		3323415	3076417	92.57	3076417	0	100.00
Public- Non Institutions	E-Voting	2597320	998603	38.45	998398	205	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		2597320	998603	38.45	998398	205	99.98
Total		13005874	11160159	85.81	11159954	205	99.99	0.01

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Resolution No. 3			To appoint a director in place of Smt.Deepshikha Khaitan, who retires by rotation and being eligible, offers herself for reappointment (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 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	100.00	7085139	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3323415	3076417	92.57	3076417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		3323415	3076417	92.57	3076417	0	100.00
Public- Non Institutions	E-Voting	2597320	998603	38.45	998398	205	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		2597320	998603	38.45	998398	205	99.98
Total		13005874	11160159	85.81	11159954	205	99.99	0.01

Resolution No. 4			Ratification of remuneration payable to K.G. Goyal & Co. 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 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	100.00	7085139	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3323415	3076417	92.57	3076417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		3323415	3076417	92.57	3076417	0	100.00
Public- Non Institutions	E-Voting	2597320	998603	38.45	998398	205	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		2597320	998603	38.45	998398	205	99.98
Total		13005874	11160159	85.81	11159954	205	99.99	0.01

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Resolution No. 5			Appointment of Smt. Deepshikha Khaitan as Joint Managing Director (Special 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 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	100.00	7085139	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3323415	3076417	92.57	3076417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		3323415	3076417	92.57	3076417	0	100.00
Public- Non Institutions	E-Voting	2597320	998603	38.45	998394	209	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		2597320	998603	38.45	998394	209	99.98
Total		13005874	11160159	85.81	11159950	209	99.99	0.01

Resolution No. 6			Re-appointment of Shri Atul Sanghvi as Executive Director & CEO. (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	100.00	7085139	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		7085139	7085139	100.00	7085139	0	100.00
Public-Institutions	E-Voting	3323415	3076417	92.57	3076417	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		3323415	3076417	92.57	3076417	0	100.00
Public- Non Institutions	E-Voting	2597320	998603	38.45	998394	209	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		2597320	998603	38.45	998394	209	99.98
Total		13005874	11160159	85.81	11159950	209	99.99	0.01

Place: Kadi  
Date : 11th September, 2020

For, CERA SANITARYWARE LIMITED

  
Hemal Sadiwala  
Company Secretary

## Cera Sanitaryware Limited

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CIN: L26910GJ1998PLC034400

**A PEER REVIEWED FIRM**

**PARIKH DAVE & ASSOCIATES  
COMPANY SECRETARIES**

5-D, 5<sup>th</sup> Floor, Vardan Exclusive, Next to Vimal House,  
Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad - 380 014.  
+91-79-2640 5454, 2640 1122, [info@parikhdave.com](mailto:info@parikhdave.com)  
[www.parikhdave.com](http://www.parikhdave.com)

**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,  
22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
CERA SANITARYWARE LIMITED  
**CIN: L26910GJ1998PLC034400**  
Held on Thursday 10<sup>th</sup> Day of September, 2020 at 11.30 A.M.  
through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Remote E-voting and E-Voting at AGM.**

I, Umesh G. Parikh, partner of Parikh Dave & Associates, Practicing Company Secretaries, having office at 5-D, 5<sup>th</sup> Floor, 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 remote e-voting process and e-voting by the members at the 22<sup>nd</sup> Annual General Meeting of the Equity shareholders of **CERA SANITARYWARE LIMITED** held on Thursday, 10<sup>th</sup> September, 2020 at 11.30 a.m. through Video Conferencing / Other Audio Visual Means in compliance with applicable circulars issued by both MCA and SEBI providing relaxation and permitting the Companies to hold the Annual General Meeting ("AGM") through VC /OAVM, without the physical presence of the Members at a common venue on account of ongoing pandemic of COVID - 19.

The Management of the Company is responsible for ensuring compliances with the requirements of the Companies Act and the Rules framed thereunder, the MCA Circulars and SEBI (LODR) Regulations relating to the voting on the resolutions as contained in the notice calling Annual General Meeting. My responsibility as a scrutinizer is to ensure that the voting process both through remote E voting as well as by E voting at Annual General Meeting is conducted in a fair and transparent manner and to provide a consolidated Scrutinizer's Report of the votes cast "In favour" or "Against" the resolutions contained in the Notice to the Chairman or his authorized representative, based on the reports generated from system of Central Depository Services (India) Limited (CDSL), the service provider.

The Notice convening Annual General Meeting dated 30<sup>th</sup> June, 2020 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders through electronic means to those shareholders whose e mails address were registered with the Company / depositories.

Voting rights were reckoned as on Thursday, 3<sup>rd</sup> September, 2020, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

The voting period for remote e-voting commenced on Monday, 7<sup>th</sup> September, 2020 at 9.00 A.M. (IST) and concluded on Wednesday, 9<sup>th</sup> September, 2020, at 5.00 P.M. (IST) and thereafter the CDSL e-voting platform was blocked and then re-opened during the Annual General Meeting.



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At the 22<sup>nd</sup> Annual General Meeting convened through Video Conferencing / Other Audio Visual Means, it was announced that the members who have not exercised their voting right through E voting and are attending the meeting, if they wish they can exercise their right to vote through E-voting facility provided by the Company during the meeting.

After the conclusion of the Annual General Meeting the votes cast by the members through remote e voting as well as through e voting at Annual General Meeting were unblocked in presence of two witnesses Mr. Bhavik Parikh and Mrs. Riddhi Brahmhatt who are not in the employment of the Company.

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

**ORDINARY BUSINESS:**

**Resolution No. 1 (ORDINARY RESOLUTION)**

To consider and adopt Standalone and Consolidated Audited Financial Statements, Reports of Board of Directors' and Auditors' for the year ended on 31<sup>st</sup> March, 2020.

Particulars	Remote E voting		Voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	122	1,11,59,948	3	92	125	1,11,60,040	100
Dissent	6	119	0	0	6	119	negligible
<b>Total</b>	<b>128</b>	<b>1,11,60,067</b>	<b>3</b>	<b>92</b>	<b>131</b>	<b>1,11,60,159</b>	<b>100</b>

**Resolution No. 2 (ORDINARY RESOLUTION)**

To consider the Interim dividend on Equity shares @ Rs. 13/- per share as final Dividend for the financial year 2019-20.

Particulars	Remote E voting		Voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	122	1,11,59,948	2	6	124	1,11,59,954	100
Dissent	6	119	1	86	7	205	negligible
<b>Total</b>	<b>128</b>	<b>1,11,60,067</b>	<b>3</b>	<b>92</b>	<b>131</b>	<b>1,11,60,159</b>	<b>100</b>

**Resolution No. 3 (ORDINARY RESOLUTION)**

Re-appointment of Smt. Deepshikha Khaitan (DIN:03365068) Director, who retires by rotation.

Particulars	Remote E voting		Voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	122	1,11,59,948	2	6	124	1,11,59,954	100
Dissent	6	119	1	86	7	205	negligible
<b>Total</b>	<b>128</b>	<b>1,11,60,067</b>	<b>3</b>	<b>92</b>	<b>131</b>	<b>1,11,60,159</b>	<b>100</b>

**SPECIAL BUSINESS:**

**Resolution No. 4 (ORDINARY RESOLUTION)**

Ratification of remuneration payable to Cost Auditors for the year ending on 31<sup>st</sup> March, 2021.

Particulars	Remote E voting		Voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	122	1,11,59,948	2	6	124	1,11,59,954	100
Dissent	6	119	1	86	7	205	negligible
<b>Total</b>	<b>128</b>	<b>1,11,60,067</b>	<b>3</b>	<b>92</b>	<b>131</b>	<b>1,11,60,159</b>	<b>100</b>





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**Resolution No. 5 (SPECIAL RESOLUTION)**

Appointment of Smt. Deepshikha Khaitan (DIN -03365068) as the Joint Managing Director of the Company.

Particulars	Remote E voting		Voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	121	1,11,59,944	2	6	123	1,11,59,950	100
Dissent	7	123	1	86	8	209	negligible
Total	128	1,11,60,067	3	92	131	1,11,60,159	100

**Resolution No. 6 (SPECIAL RESOLUTION)**

Re-appointment of and payment of remuneration to Shri Atul Sanghvi (DIN - 00045903) as an Executive Director and CEO of the Company.

Particulars	Remote E voting		Voting at AGM		Total		% age
	Number	Votes	Number	Votes	Number	Votes	
Assent	121	1,11,59,944	2	6	123	1,11,59,950	100
Dissent	7	123	1	86	8	209	negligible
Total	128	1,11,60,067	3	92	131	1,11,60,159	100

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.

The electronic data and all the other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary and Compliance officer for safe keeping after the Chairman considers, approves and signs the minutes of the AGM.

FOR PARIKH DAVE & ASSOCIATES  
COMPANY SECRETARIES



*Umesh Parikh*

UMESH PARIKH  
PARTNER

PRACTICING COMPANY SECRETARY  
FCS No. 4152 C. P. No.: 2413  
UDIN: F004152B000698890

Place: Ahmedabad  
Date: 11.09.2020

FOR, CERA SANITARYWARE LIMITED

*Hemal Sadiwala*  
COMPANY SECRETARY  
Hemal Sadiwala.