

General information about company

Scrip code	532443
NSE Symbol	CERA
MSEI Symbol	NOTLISTED
ISIN	INE739E01017
Name of the entity	CERA SANITARYWARE LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory								Textual Information(1)
Whether the listed entity has a Regular Chairperson								Yes
Whether Chairperson is related to MD or CEO								Yes
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	VIKRAM SOMANY	AKUPS8219B	00048827	Executive Director	Chairperson related to Promoter	MD	26-08-1949
2	Mrs	DEEPSHIKHA KHAITAN	AGCPK8668E	03365068	Executive Director	Not Applicable	MD	17-03-1975
3	Mr	SURENDRA SINGH BAID	AEMPB6456R	02736988	Non-Executive - Independent Director	Not Applicable		30-05-1951
4	Mr	ANUPAM GUPTA	AEEPG2880C	09290890	Executive Director	Not Applicable		21-05-1968
5	Ms	AKRITI JAIN	AJCPJ0504H	08259413	Non-Executive - Independent Director	Not Applicable		27-06-1986
6	Mr	RAVI BHAMIDIPATY	AALPB1124F	00160891	Non-Executive - Independent Director	Not Applicable		12-10-1962
7	Mr	ANANDH SUNDAR	BUUPS7480P	10409065	Non-Executive - Independent Director	Not Applicable		11-05-1988

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		27-11-2001	01-07-2022			1	0	0	0			
2	NA		29-03-2014	01-04-2020			1	0	0	0			
3	Yes	30-06-2022	18-04-2018	01-04-2023		77	1	1	2	1			
4	NA		15-10-2021	15-10-2021			1	0	0	0			
5	NA		01-11-2018	01-04-2024		66	1	1	1	0			
6	NA		04-08-2022	04-08-2022		26	1	1	2	0			
7	NA		12-02-2024	12-02-2024		8	2	2	3	1			

Text Block

Textual Information(1)

The members of the Company at their 26th AGM held on 11th July, 2024 have approved the re-appointment of Mr. Anupam Gupta (DIN: 09290890) as an Executive Director (Technical) of the Company for a period of three years w.e.f. 15th October, 2024.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02736988	SURENDRA SINGH BAID	Non-Executive - Independent Director	Chairperson	18-04-2018		
2	08259413	AKRITI JAIN	Non-Executive - Independent Director	Member	01-11-2018		
3	00160891	RAVI BHAMIDIPATY	Non-Executive - Independent Director	Member	04-08-2022		
4	10409065	ANANDH SUNDAR	Non-Executive - Independent Director	Member	12-02-2024		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02736988	SURENDRA SINGH BAIID	Non-Executive - Independent Director	Chairperson	18-04-2018		
2	08259413	AKRITI JAIN	Non-Executive - Independent Director	Member	12-02-2024		
3	10409065	ANANDH SUNDAR	Non-Executive - Independent Director	Member	12-02-2024		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10409065	ANANDH SUNDAR	Non-Executive - Independent Director	Chairperson	12-02-2024		
2	02736988	SURENDRA SINGH BAID	Non-Executive - Independent Director	Member	18-04-2018		
3	00160891	RAVI BHAMIDIPATY	Non-Executive - Independent Director	Member	04-08-2022		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00048827	VIKRAM SOMANY	Executive Director	Chairperson	29-01-2019		
2	03365068	DEEPSHIKHA KHAITAN	Executive Director	Member	29-01-2019		
3	02736988	SURENDRA SINGH BAID	Non-Executive - Independent Director	Member	10-06-2021		
4	09290890	ANUPAM GUPTA	Executive Director	Member	26-10-2021		
5	99999999	VIKAS KOTHARI	CFO	Member	10-05-2023		Textual Information(1)

Sr Text Block

Textual Information(1)

Mr. Vikas Kothari is Chief Financial Officer of the Company and member of Risk Management Committee of the Company.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00048827	VIKRAM SOMANY	Executive Director	Chairperson	25-04-2014		
2	03365068	DEEPSHIKHA KHAITAN	Executive Director	Member	25-04-2014		
3	02736988	SURENDRA SINGH BAID	Non-Executive - Independent Director	Member	03-03-2021		
4	09290890	ANUPAM GUPTA	Executive Director	Member	26-10-2021		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	08-04-2024				Yes	7	7	4
2	13-05-2024		34		Yes	7	7	4
3		05-08-2024	83		Yes	7	7	4
4		12-08-2024	6		Yes	7	7	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Corporate Social Responsibility Committee	17-04-2024				Yes	4	4	1	0
2	Corporate Social Responsibility Committee	24-09-2024	159			Yes	4	4	1	0
3	Nomination and remuneration committee	06-04-2024				Yes	3	3	3	0
4	Nomination and remuneration committee	11-05-2024				Yes	3	2	2	0
5	Audit Committee	13-05-2024				Yes	4	4	4	0
6	Audit Committee	12-08-2024	90			Yes	4	4	4	0

Annexure 1**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	01-07-2024				Yes	4	3	0	1

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Hemal Sadiwala
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III

1	Name of signatory	Hemal Sadiwala
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Vikas Kothari		
Designation	CFO		
Place	Kadi		
Date	21-10-2024		

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Hemal Sadiwala
Designation of person	Company Secretary and Compliance Officer
Place	Kadi
Date	21-10-2024

