

Annexure - VI to the Directors' Report

[Pursuant to Regulation 14 read with Part F of Schedule I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") and Section 62(1)(b) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014]

All the relevant details of the Company's Employee Stock Option Scheme are provided below and are also available on website of the Company at: www.cera-india.com

- A. Relevant disclosures in terms of the Accounting Standards prescribed by the Central Government and Section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for employee sharebased payments' issued in that regard from time to time:

Not Applicable at this stage

- B. Diluted EPS on issue of shares pursuant to all the schemes covered under the Regulations shall be disclosed in accordance with 'Indian Accounting Standard 33 - Earnings Per Share' issued by the Central Government or any other relevant Accounting Standards as issued from time to time:

Not Applicable at this stage

- C. Details related to "Cera Sanitaryware - Employee Stock Option Scheme 2024 (ESOS 2024)"

(i) General terms and conditions of ESOS 2024

Particulars		Details
(a)	Date of shareholders' approval	ESOS 2024 is subject to the approval by the Members of the Company through Postal Ballot process. The evoting for the resolutions proposed in the Postal Ballot notice is opened from 17 th April, 2024 to 16 th May, 2024. The Results of Postal Ballot will be declared withing 2 working days of the 16 th May, 2024.
(b)	Total number of options approved under ESOS	Total number of shares covered under the Plan shall not exceed 2,60,000 (Two Lakhs Sixty Thousand) equity shares of the Company.
(c)	Vesting requirements	Upon a valid exercise of a vested option by a participant, each vested option will entitle the eligible employee to 1 (one) fully paid up equity share of the Company. There shall be minimum Vesting Period of 1 (One) year and not later than maximum Vesting Period of 5 (Five) years from the Grant Date. Every grant of options shall be governed by a vesting schedule and such other terms and detailed in the letter of grant issued to the eligible employee(s) at the time of each grant.
(d)	Exercise price or pricing formula	The exercise price per such Option shall be the face value of the Shares of the Company at the time of Grant.
(e)	Maximum term of options granted	Options granted under this ESOS 2024 would Vest not earlier than minimum Vesting Period of 1 (One) year and not later than maximum Vesting Period of 5 (Five) years from the Grant Date.
(f)	Source of shares (primary, secondary or combination)	The Plan will be implemented and administered through trust route wherein a trust will acquire the equity shares of the Company by primary issuance/ secondary acquisition shares of the Company through trust or both in one or more tranches.
(g)	Variation in terms of options	Not applicable

- (ii) Method used to account for ESOS: Not applicable at this stage

- (iii) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed. : Not Applicable at this stage

(iv) Option movement during the year:

Particulars	Details
Number of options outstanding at the beginning of the period	Not applicable at this stage
Number of options granted during the year	
Number of options forfeited / lapsed during the year	
Number of options vested during the year	
Number of options exercised during the year	
Number of shares arising as a result of exercise of options	
Money realized by exercise of options (INR), if scheme is implemented directly by the company	
Loan repaid by the Trust during the year from exercise price received	
Number of options outstanding at the end of the year	
Number of options exercisable at the end of the year	

(v) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock. : Not applicable at this stage

(vi) Employee wise details of options granted during the Financial Year.

- (a) Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: Not applicable at this stage
- (b) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year: Not applicable at this stage
- (c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.: Not applicable at this stage

(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

Particulars	Details
(a) Weighted-average values of share price,	Not applicable at this stage
Exercise price,	
Expected volatility,	
Expected option life,	
Expected dividends,	
Risk-free interest rate	
Any other inputs to the model	
(b) the method used and the assumptions made to incorporate the effects of expected early exercise;	Not applicable at this stage
(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility;	
(d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	

Disclosures in respect of grants made in three years prior to IPO under each ESOS: Not Applicable

(D) Details related to Trust:

(i) General information on ESOP 2024 Scheme:

Particulars	Details
1. Name of the Trust	Cera Sanitaryware Employees Welfare Trust
2. Details of the Trustee(s)	
Name	KP Corporate Solutions Ltd.
Address	IndiQube The Kode, 7 th Floor, S.No' 134, Hissa No. 1/38, Baner Pashan, Link Road, Pune - 471045
Occupation	Service (In the field of ESOP Consulting)
Nationality	Indian
3. Amount of loan disbursed by company / any company in the group, during the year	Not applicable at this stage
4. Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	
5. Amount of loan, if any, taken from any other source for which company / any Company in the group has provided any security or guarantee	
6. Any other contribution made to the Trust during the year	

(ii) Brief details of transactions in shares by the Trust:

Particulars	Details
(a) Number of shares held at the beginning of the year	Not applicable at this stage
(b) Number of shares acquired during the year through	
(i) Primary issuance	
- Percentage of paid up equity capital as at the end of the previous financial year	
- Weighted average cost of acquisition per share;	
(ii) Secondary acquisition	
- Percentage of paid up equity capital as at the end of the previous financial year	
- Weighted average cost of acquisition per share;	
(c) Number of shares transferred to the employees / sold along with the purpose thereof;	
(d) Number of shares held at the end of the year.	

(iii) In case of secondary acquisition of shares by the Trust:

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
Held at the beginning of the year	Not applicable at this stage
Acquired during the year	
Sold during the year	
Transferred to the employees during the year	
Held at the end of the year	

Note: "Cera Sanitaryware - Employee Stock Option Scheme 2024" is proposed for Approval of the Members of the Company by passing Special Resolutions through Postal Ballot Notice dated 8th April, 2024. The Results of Postal Ballot will be declared withing 2 working days of the 16th May, 2024

Ahmedabad.
13th May, 2024

Vikram Somany
Chairman and Managing Director
(DIN:00048827)