

CERA SANITARYWARE LIMITED



Registered Office: 9, GIDC Industrial Estate, Kadi - 382715, Dist: Mehsana, Gujarat.
Tele: (02764) 242329, 243000 E-mail: kadi@cera-india.com Website: www.cera-india.com
CIN: L26910GJ1998PLC034400

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that, pursuant to and in compliance with the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), read with the General Circular Nos. 14/2020 and 9/2024 dated 8th April, 2020 and 19th September, 2024, respectively, and other circulars issued by the Ministry of Corporate Affairs ("MCA") in this respect hereinafter collectively referred to as "MCA Circulars" [including any statutory modification or re-enactment thereof for the time being in force], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), Secretarial Standard on General Meetings ("SS2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, the Ordinary Resolution appended below is proposed for approval of the Members of the Cera Sanitaryware Limited ('Company') through Postal Ballot by E-voting process ("E-voting").

In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on 14th February, 2025 ("Cut-off date"). Members may note that the Notice of Postal Ballot is uploaded on the Company's website www.cera-india.com and maybe accessed by the Members and will also be available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. In compliance with the Act, MCA Circulars and other applicable provisions, the physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid self-addressed business reply envelope are not being sent to the Members for this Postal Ballot and Members have been requested to communicate their assent or dissent through the e-voting system only. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide E – voting facility.

The Board of Directors of the Company has appointed Mr. Umesh Parikh or failing him Mr. Uday Dave, Partners of Parikh Dave & Associates - A Peer Reviewed Firm, Practicing Company Secretaries, Ahmedabad, as the Scrutinizer for conducting Postal Ballot through E-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, Members can vote only through the E-voting process. Accordingly, the Company is pleased to offer Evoting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes under the section "INSTRUCTIONS FOR E-VOTING" in this Postal Ballot Notice ("Postal Ballot Notice") to cast their vote electronically.

The E-voting will be available during the following period after which the CDSL portal shall be blocked and shall not be available for e-voting:

Commencement of E-voting	09:00 AM (IST) on 21 st February, 2025 (Friday)
End of E-voting	05:00 PM (IST) on 22 nd March, 2025 (Saturday)

You are requested to peruse the proposed resolution along with its Explanatory Statement and read the instructions and notes carefully and thereafter cast your votes through the e-voting system not later than 5.00 pm (IST) on 22nd March, 2025. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote is cast by the Member, the Member shall not be allowed to change it subsequently.

The Results will be declared on receipt of Scrutinizer's Report at the Registered office of the Company at 9, GIDC Industrial Estate, Kadi – 382715 Dist Mehsana, Gujarat. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cera-india.com and on the website of CDSL immediately and communicated to the stock exchanges on which the shares of the Company are listed within two working days from the last date of voting. Subject to receipt of requisite number of votes, the resolution mentioned in the Notice shall be considered as deemed to be passed on 22nd March, 2025 (Saturday) i.e. last day of the voting period.

RESOLUTION PROPOSED TO BE PASSED THROUGH POSTAL BALLOT:

ITEM 1:

Re-appointment of Mrs. Deepshikha Khaitan (DIN:03365068) as a "Vice Chairman and Joint Managing Director" of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT approval of the members be and is hereby accorded in terms of Sections 196, 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013 and rules made thereunder and including any amendment(s), modification(s), replacement(s) or re-enactment(s) thereof for the time being in force and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time, for the re-appointment of and for the remuneration payable to Mrs. Deepshikha Khaitan (DIN: 03365068) as 'Vice Chairman and Joint Managing Director' of the Company for a period of Five (5) years w.e.f. 1st April, 2025, liable to retire by rotation, on such terms and conditions including remuneration as mentioned in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the overall remuneration payable to Mrs. Deepshikha Khaitan shall not exceed the limits prescribed under the applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and rules made thereunder including any amendment(s), modification(s), replacement(s) or re-enactment(s) thereof for the time being in force, if any, to the extent with necessary approvals.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of her tenure, the Company has no profits or the profits are inadequate, Mrs. Deepshikha Khaitan will be paid Minimum Remuneration within the ceiling limit prescribed under Section II of Part II of Schedule V of the Act or amendment(s), modification(s), replacement(s) or re-enactment(s) thereof for the time being in force subject to disclosure and other compliance as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit."

Regd. Office:
9, GIDC industrial Estate,
Kadi – 382715
Dist. Mehsana, Gujarat, India
Date : 11th February, 2025
CIN : L26910GJ1998PLC034400

By order of the Board of Directors,
For Cera Sanitaryware Limited

Hemal Sadiwala
Company Secretary
(ACS:20741)

Notes :

1. Statement pertaining to the aforesaid resolution setting out material facts as required under section 102(1) of the Act annexed hereto. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations) form part of this Notice.
2. Voting rights of the members shall be in proportion of shares held by them as on 14th February, 2025 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
3. All the documents referred to in the Notice and Explanatory Statement will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to 22nd March, 2025. Members seeking to inspect such documents can send an E-mail to ceragreen@cera-india.com.
4. Members of the Company under the category of Institutional / Corporate Shareholders are encouraged to participate for the E - voting. Corporate Shareholders intending to authorize their representatives to vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by Email at evoting@parikhdave.com and the same should also be uploaded on the E-voting portal of Central Depository Services (India) Limited ("CDSL").
5. Members who have not yet registered their E-mail addresses are requested to register the same with their Depository Participant ("DP") in case the shares are held by them in demat mode and with the Company's RTA in case the shares are held by them in physical mode. In case of any queries/difficulties members may write to ceragreen@cera-india.com
6. Brief resume of director, who is proposed to be re-appointed is given below:

Name of Director	Mrs. Deepshikha Khaitan
DIN	03365068
Date of Birth	17/03/1975
Date of Appointment/Re-appointment	29/03/2014 Re-appointment as a Vice Chairman and Joint Managing Director w.e.f. 01/04/2025
Qualification	B.Sc. Hons. (Economics), LLB
Brief Resume and Nature of expertise in specific functional areas	As per the Explanatory Statement
List of other Directorships	- Indian Council of Sanitaryware Manufacturers - Star Agrocom Pvt. Ltd.
Resignation from Listed Companies in last Three years	None
Chairman / Member of the Committees of the Board of other Companies	None
Terms and conditions of re-appointment along with remuneration	As per the Explanatory Statement
Remuneration last drawn (FY 2023-24)	Fixed Pay Rs. 173.42 Lakhs plus Variable Pay Rs. 186.30 Lakhs, Total Remuneration Rs. 359.72 Lakhs.
Disclosure of relationship between Director Inter-se	Mrs. Deepshikha Khaitan is a daughter of Mr. Vikram Somany, Chairman and Managing Director of the Company.
Shareholding in the Company	3,35,789 Equity Shares (Shareholding as Beneficial Owner – Nil)
No. of Board Meetings attended during FY 2024-25	6

7. INSTRUCTION FOR E-VOTING:

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SEBI Circulars and MCA Circulars, the Shareholders are provided with the facility to cast their vote electronically through E-voting services provided by CDSL on the Resolution set forth in this Postal Ballot Notice.

Once the vote on a Resolution is cast by the Shareholders, he / she shall not be allowed to change it subsequently or cast vote again.

The voting period will begin on 09:00 am (IST) on 21st February, 2025 (Friday) and will end on 05:00 PM (IST) on 22nd March, 2025 (Saturday). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 14th February, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

A. Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below :

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/ login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e- Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>4. Alternatively, the user can directly access e-Voting page by providing 16 Digit Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e- Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>3. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.</p>	

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542 / 43 or call at toll free No. 1800 210 9911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. Login method for E-voting for all Physical Shareholders and Shareholders other than Individual Shareholders viz. Institutions/Corporate Shareholders holding Shares in Demat Mode:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>- Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company / RTA.</p>
Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>- If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction B.</p>

- 7) After entering these details appropriately, click on "SUBMIT" tab.

- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Cera Sanitaryware Limited> on which you choose to vote.
- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

C. INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- 1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 3) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- 4) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 5) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded mandatory in PDF format in the system for the scrutinizer to verify the same.
- 6) Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; company email id i.e. ceragreen@cera-india.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

D. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of AADHAAR Card) by email to Company / RTA email id.
- 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e- voting manual available at www.evotingindia.com, under help section or you can write an E mail to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43 or call at toll free no. 1800 210 9911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43 or call at toll free no. 1800 210 9911.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 THE COMPANIES ACT, 2013 AND SEBI REGULATIONS.**ITEM No. 1**

Mrs. Deepshikha Khaitan is a Promoter Director and associated with CERA for more than 10 years. The Board of Directors at their meeting held on 5th February, 2020 had appointed Mrs. Deepshikha Khaitan as a Joint Managing Director of the Company w.e.f. 1st April, 2020 for a period of 5 (Five) years and subsequently her appointment was approved by the members of the Company at their 22nd Annual General Meeting held on 10th September, 2020. Her term as Joint Managing Director of the Company is expiring on 31st March 2025.

In view of her experience, expertise and close association with the Company and upon recommendation of Nomination and Remuneration Committee and approval of Audit Committee of the Board of Directors; the Board of Directors at its meeting held on 11th February, 2025 has re-appointed Mrs. Deepshikha Khaitan as a 'Vice Chairman and Joint Managing Director' of the Company for the further term of Five (5) years effective from 1st April 2025, subject to the approval of members of the Company.

Mrs. Deepshikha Khaitan as Vice Chairman and Joint Managing Director is entrusted with substantial powers of management of the affairs of the company and shall discharge every duty and function subject to the superintendence, direction and control of the Board of Directors and/or Chairman and Managing Director of the Company.

Mrs. Khaitan is B.Sc. Hons. (Economics), LLB and she is actively associated with Design Innovations, Product, R&D, Channel Outreach and Sales of the Company with equal focus on Marketing Strategy, Communications, Human Resources and overall profitability. With her guidance, the company has achieved growth and impressive financial performance.

During her five-year tenure, Mrs Khaitan has achieved the following milestones;

1. Revenue Growth and Market Expansion

- **Increased Sales Revenue:** Achieved consistent revenue growth by implementing effective sales strategies and optimizing pricing models. During her tenure sales of the company increased from Rs 1204 crores in FY 2019-20 to Rs 1871 crores in FY 2023-24.
- **Market Share Expansion:** Successfully expanded the Company's market share by expanding the Company's geographical reach and targeting new customer segments.

2. Brand Building and Marketing Success

- **Brand Recognition:** Elevated the company's brand visibility through innovative marketing campaigns, resulting in increased customer awareness and loyalty.
- **Digital Transformation:** Spearheaded digital marketing initiatives, including social media, SEO, and content marketing, to drive online engagement and lead generation.
- **Award-Winning Campaigns:** Launched marketing campaigns that received industry recognition or awards for creativity and effectiveness.

3. Sales Team Leadership and Development

- **High-Performing Sales Teams:** Built and mentored a high-performing sales team, resulting in improved productivity and morale.
- **Sales Process Optimization:** Streamlined sales processes, reducing lead conversion time and improving customer acquisition rates.
- **Training Programs:** Implemented training and development programs to enhance the skills of the sales and marketing teams.

4. Customer Relationship Management

- **Customer Retention:** Improved customer retention rates by implementing customer-centric strategies and enhancing after-sales support.
- **Loyalty Programs:** Introduced loyalty programs like the Retailer, Plumber and Mason Loyalty programs. These programs have allowed the company to onboard over 23,000 retailers for 3 years and 46,000 number of plumbers over a period of 2 years respectively. These initiatives have led increased repeat business and customer lifetime value.

5. Innovation and Technology Adoption

- **Data-Driven Decisions:** Leveraged data analytics to make informed marketing and sales decisions, improving ROI on campaigns.
- **Product Launches:** Led the successful launch of new products or services. Total NPD launched during last 3 years was 1528.

6. Financial Performance

- **Cost Optimization:** Optimised marketing and sales expenses while maintaining or improving outcomes, leading to higher profitability.
- **Budget Management:** Effectively managed marketing and sales budgets, ensuring maximum return on investment (ROI).

7. Crisis Management and Turnaround

- **Turnaround Success:** Revitalized underperforming sales teams or regions, achieving significant improvements in performance.
- **Crisis Management:** Successfully navigated the company through challenging market conditions or economic downturns, maintaining stability and growth.

8. Measurable Outcomes

- **KPIs Achieved:** Met key performance indicators (KPIs) such as sales targets, lead conversion rates, and customer acquisition costs.
- **ROI Improvement:** Demonstrated measurable improvements in marketing ROI and sales efficiency.

These achievements highlight her ability to drive growth, innovate, and lead teams effectively in the competitive landscape of marketing and sales. Her success would be reflected in both quantitative metrics (e.g., revenue growth, market share) and qualitative outcomes (e.g., brand reputation, customer loyalty).

Priority tasks for upcoming years;

- Launch and develop brands for the premium and luxury market segment.
- Improve demand planning and forecasting.
- Develop export market.
- Implement Dealer Management System to enhance efficiency, customer satisfaction, and profitability.
- Improve sales personnel efficiencies.
- Improve Tier I sales penetration.
- Improve dealer network for deeper market penetration.

Mrs. Deepshikha Khaitan, Vice Chairman and Joint Managing Director shall be liable to retire by rotation. However, she shall not be entitled to carry out any work or assignments, which are required to be carried out at the meeting of the Board of Directors or by the shareholders at their general meeting only, under the provisions of the Companies Act, 2013.

The Principle terms and conditions of re-appointment of Mrs. Deepshikha Khaitan, Vice Chairman and Joint Managing Director are as follows:

1. Period of Appointment: Five (5) years w.e.f. 1st April, 2025.

2. Remuneration:

a) Basic Salary: For the financial year 2025-26 her basic salary shall be between the range of Rs 8.50 Lakhs to Rs 10 Lakhs per month w.e.f. 1st April 2025. This would be subject to annual increase upto a maximum of 20% per annum after approval of the Board.

b) Perquisites:

Category – A

a) Accommodation: Free furnished housing accommodation and/or house rent allowance subject to 50% of Basic Salary.

b) Leave Travel Concession: For self and family once in year to and from any place in India subject to maximum of one month's basic salary.

c) Bonus: As per company's rules subject to maximum of 20% of basic salary

d) Performance Incentive: For the FY 2025-26 the incentive shall be upto maximum of Rs 260 lakhs per annum on criteria which shall be decided by the Board of Directors and/or the Chairman and Managing director on a periodical basis. For the subsequent financial year, this amount may be increased upto maximum of 25% p.a. after approval of the Board.

e) Gratuity : Gratuity payable in accordance with the Company's scheme thereof as applicable to other executives / employees of the company.

Category – B

a) Contribution to Provident Fund or Annuity Fund: As per the rules of the Company as applicable to other executives / employees of the Company.

Category – C

- a) Free telephone facility at residence and a mobile telephone. Personal long distance calls on telephone will be billed by the Company to the appointee.
- b) Free use of Car with driver for company's work only. The use of car for private purpose shall be billed by the company to the appointee.

Others:

- a) She is also entitled to the benefits as per the rules of the Company, which the other senior executives / employees of the Company are entitled to.
- b) She will not be entitled to Sitting Fee for attending the meetings of the Board of Directors or Committee(s) thereof.

Based on her performance, the Board or Committee thereof, in its absolute discretion will fix/revise the remuneration payable to the Mrs. Khaitan within the above ceiling.

However, total remuneration payable to Mrs. Deepshikha Khaitan shall not exceed 5% of the net profit of the Company and total remuneration payable to all working directors shall not exceed 10% of the net profit of the company in any financial year, calculated in accordance with the provisions of Section 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder or any amendment, modification or replacement thereto from time to time. In the event of absence or inadequacy of profit in any financial year during the tenure of her appointment, total remuneration payable shall not exceed the maximum limit prescribed under Schedule V of the Companies Act, 2013, rules made thereunder or any amendment(s), modification(s) or replacement(s) or re-enactment(s) thereof from time to time, if any, and to the extent with necessary approvals. The remuneration payable to Executive Directors belonging to Promoters or members of the Promoter Group shall be within the prescribed limit under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- 3. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion deem fit, including the maximum remuneration payable to Vice Chairman and Joint Managing Director in accordance with section 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder or any amendment(s), modification(s), replacement(s) or re-enactment(s) thereof from time to time and within limit prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4. If at any time she ceases to be a Director of the Company for any cause whatsoever, she will cease to be the Vice Chairman and Joint Managing Director.
- 5. She may resign from the service of the Company by giving three months' notice in advance. Similarly, the Company has the right to terminate her service as Vice Chairman and Joint Managing Director at any time by giving three months' notice in writing or salary in lieu thereof.

Re-appointment of Mrs. Khaitan as Vice Chairman and Joint Managing Director and remuneration payable to her was considered and recommended by the Nomination and Remuneration Committee and approved by Audit Committee at its meeting held on 8th February, 2025 and 11th February 2025 respectively.

A draft of the proposed agreement to be entered into between the company and Mrs. Deepshikha Khaitan and other relevant documents are open for inspection at the registered office of the Company between 10.00 a.m. to 1.00 p.m. on any working day except, Saturday upto the last date of e-voting.

The Board of Directors recommends the Ordinary resolution as per item No. 1 of the accompanying notice for approval of the members of the Company.

Except, Mrs. Deepshikha Khaitan and Mr. Vikram Somany, none of your Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the said resolution of this notice.

Mr. Vikram Somany is the father of Mrs. Deepshikha Khaitan. The disclosure under Regulation 36 of the SEBI (LODR) Regulations, 2015 is provided as notes to this notice.

This explanatory statement shall also be regarded as a disclosure under any other Acts, Rules and Regulations.

Regd. Office:
9, GIDC industrial Estate,
Kadi – 382715
Dist. Mehsana, Gujarat, India
Date : 11th February, 2025
CIN : L26910GJ1998PLC034400

By order of the Board of Directors,
For Cera Sanitaryware Limited

Hemal Sadiwala
Company Secretary
(ACS:20741)