# Integrated Governance

## CERA SANITARYWARE LIMITED

### General information about company

| | | |
|---|---|---|
| Scrip code | 532443 | |
| NSE Symbol | CERA | |
| MSEI Symbol | NOTLISTED | |
| ISIN | INE739E01017 | |
| Date of start of financial year | 01-04-2026 | |
| Date of end of financial year | 31-03-2027 | |
| Reporting Quarter Type | Half Yearly | |
| Date of Quarter Ending | 30-09-2026 | |
| Type of company | Equity | |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity? | Yes | |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity? | Yes | |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | No | Not Applicable |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity? | No | Not Applicable |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity? | Yes | |
| Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity? | Yes | |
| Risk management committee | Yes | |
| Market Capitalisation as per immediate previous Financial Year | Top 1000 listed entities | |
| Is SCORE ID Available ? | Yes | |
| SCORE Registration ID | C00061 | |
| Reason For No SCORE ID | | |
| Type of Submission | Original | |
| Remarks (website dissemination) | | |

# 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 | | |
| Whether the listed entity has a Regular Chairperson | Yes | |
| Whether Chairperson is related to MD or CEO | Yes | Disqualification of Directors under section 164 of the Companies Act, 2013 |

| Sr no. | Title(Mr/Ms) | Name of the Director | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | 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(Refer Regulation 17A(1) of Listing Regulations | 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 | Mr | VIKRAM SOMANY | 00048827 | Executive Director | Chairperson related to Promoter | MD | No | | | | Active | NA | | 27-11-2001 | 01-07-2022 | | | 1 | 0 | 0 | 0 | | | |
| 2 | Mrs | DEEPSHIKHA KHAITAN | 03365068 | Executive Director | Not Applicable | MD | No | | | | Active | NA | | 29-03-2014 | 01-04-2025 | | | 1 | 0 | 0 | 0 | | | |
| 3 | Mr | SURENDRA SINGH BAID | 02736988 | Non-Executive - Independent Director | Not Applicable | | No | | | | Active | Yes | 30-06-2022 | 18-04-2018 | 01-04-2023 | | 101 | 1 | 1 | 2 | 1 | | | |
| 4 | Mr | ANUPAM SATYAPRAKASH GUPTA | 09290890 | Executive Director | Not Applicable | | No | | | | Active | NA | | 15-10-2021 | 15-10-2024 | | | 1 | 0 | 0 | 0 | | | |
| 5 | Ms | AKRITI JAIN | 08259413 | Non-Executive - Independent Director | Not Applicable | | No | | | | Active | NA | | 01-11-2018 | 01-04-2024 | | 90 | 1 | 1 | 1 | 0 | | | |
| 6 | Mr | RAVI BHAMIDIPATY | 00160891 | Non-Executive - Independent Director | Not Applicable | | No | | | | Active | NA | | 04-08-2022 | 04-08-2025 | | 50 | 1 | 1 | 2 | 0 | | | |
| 7 | Mr | ANANDH SUNDAR | 10409065 | Non-Executive - Independent Director | Not Applicable | | No | | | | Active | NA | | 12-02-2024 | 12-02-2024 | | 32 | 2 | 2 | 3 | 1 | | | |

## Annexure I

| II. Composition of Committees | |
|---|---|
| Disclosure of notes on composition of committees explanatory | |

## 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 BAID | 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 SATYAPRAKASH GUPTA | Executive Director | Member | 26-10-2021 | | |
| 5 | 99999999 | VIKAS KOTHARI | CFO | Member | 10-05-2023 | | Textual Information(1) |

**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 SATYAPRAKASH 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 |
|---|---|---|---|---|---|---|
| No records available | | | | | | |

# Annexure I

| III. Meeting of Board of Directors | | | | | | | |
|---|---|---|---|---|---|---|---|
| Disclosure of notes on meeting of board of directors explanatory | | | | | | | |
| Sr | 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) | 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 | 08-05-2026 | | | Yes | 7 | 7 | 4 |
| 2 | 07-08-2026 | 90 | | Yes | 7 | 7 | 4 |

# Annexure I

| 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 | Reson 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 | Risk Management Committee | 13-08-2026 | | | | Yes | 4 | 4 | 1 | 1 |
| 2 | Corporate Social Responsibility Committee | 15-06-2026 | | | | Yes | 4 | 4 | 1 | 0 |
| 3 | Nomination and remuneration committee | 07-05-2026 | | | | Yes | 3 | 3 | 3 | 0 |
| 4 | Audit Committee | 08-05-2026 | | | | Yes | 4 | 4 | 4 | 0 |
| 5 | Audit Committee | 07-08-2026 | | | | Yes | 4 | 4 | 4 | 0 |

# Annexure I

| V. 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 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. | true |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | |

## Annexure I

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

## 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 |
| Other details of cyber security incidence or breaches or loss of data event | | |
| 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 |
| No records available | | |

## Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

| 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 | Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report | 24A(1A), 24A(1B), 24A(1C) | Yes | |
| 7 | Submission of Annual Secretarial Compliance Report | 24A(2) | Yes | |
| 8 | Whether 'Corporate Governance Report' disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| Any other information to be provided | | | | |

## Annexure III

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

## Signatory Details

| | |
|---|---|
| Name of signatory | Hemal Sadiwala |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Kadi |
| Date | 28-10-2026 |

## Additional Half yearly Disclosure DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. (applicable only for half-yearly filings)

| Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc. | |
|---|---|

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

(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 | 1,25,000.00 |

(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 | |
|---|---|

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 | |
| Name | | Vikas Kothari |
| Designation | | CFO |
| Place | | Kadi |
| Date | | 28-10-2026 |

## Investor Grievance Details

| | |
|---|---|
| No. of investor complaints pending at the beginning of Quarter | 0 |
| No. of investor complaints received during the Quarter | 0 |
| No. of investor complaints disposed off during the Quarter | 0 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

| Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies | | | | | |
|---|---|---|---|---|---|
| Sr.No. | Name of the unlisted company in which shares or voting rights have been acquired | Date of acquisition | Aggregate holding (% shares or voting rights) as at the end of the previous quarter | % shares or voting rights acquired during the quarter | Aggregate holding (% shares or voting rights) as at the end of the quarter |
| No records available | | | | | |

## Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

| Any Other Information for Disclosure of Imposition of Fine or Penalty | | | | | |
|---|---|---|---|---|---|
| Sr.No. | Name of the authority | Nature and details of the action(s) taken or order(s) passed | Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority | Details of the violation(s)/ contravention(s) committed or alleged to be committed | Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible |
| No records available | | | | | |

## Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

| Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes | | | | |
|---|---|---|---|---|
| Sr.No. | Name of the opposing party | Date of initiation of the litigation / dispute | Status of the litigation / dispute as per last disclosure | Current status of the litigation / dispute |
| 1 | Assessment Unit, Income Tax Department | 27-03-2026 | The Company has received an Assessment Order dated 26th March, 2026, under section 143(3) read with section 144B of the Income Tax Act, 1961, for the income tax return filed for the financial year 2023-24 (assessment year 2024-25), wherein the Assessing Officer has made certain disallowances, thereby raising a Demand of Rs. 27.96 Crores under section 156 of the Income-tax Act,1961. The Assessing Officer has also issued a show cause notice for penalty under section 274 read with section 270A of the Income Tax Act, 1961. | The company has filed an appeal before the Commissioner of Income Tax (Appeals) on 31.03.2026, and the matter is currently pending for hearing. A stay on recovery proceedings has been granted on 17.06.2026 by Assistant Commissioner of Income Tax, Ahmedabad. Subsequently, an order has been rectified u/s 154 and total demand reduced to Rs.18.77 crores. |