

### General information about company

|                                 |                           |
|---------------------------------|---------------------------|
| Scrip code                      | 532443                    |
| Name of the entity              | CERA SANITARYWARE LIMITED |
| Date of start of financial year | 01-04-2016                |
| Date of end of financial year   | 31-03-2017                |
| Reporting Quarter               | Quarterly                 |
| Date of Report                  | 30-06-2016                |
| Risk management committee       | Not Applicable            |

## 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

Is there any change in composition of board of directors compare to previous quarter

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Notes |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-------|
| 1  | Mr              | Vikram Somany        | AKUPS8219B | 00048827 | Executive Director                       | Chairperson             | MD                      | 01-07-2014                              |                   |                                | 1  | 1   | 0  |       |
| 2  | Mrs             | Deepshikha Khaitan   | AGCPK8668E | 03365068 | Non-Executive - Non Independent Director | Not Applicable          |                         | 29-03-2014                              |                   |                                | 1  | 0   | 0  |       |
| 3  | Mr              | Sajan Kumar Pasari   | AFTPP9100J | 00370738 | Non-Executive - Independent Director     | Not Applicable          |                         | 22-08-2014                              |                   | 60                             | 4  | 1   | 0  |       |
| 4  | Mr              | Govindbhai P Patel   | ADGPP9574M | 03156041 | Non-Executive - Independent Director     | Not Applicable          |                         | 22-08-2014                              |                   | 60                             | 1  | 2   | 2  |       |

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### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Notes |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-------|
| 5  | Mr              | Kedar Nath Maiti     | ADHPM6409M | 01331266 | Non-Executive - Non Independent Director | Not Applicable          |                         | 24-05-2008                              |                   |                                | 1  | 1   | 0  |       |
| 6  | Mr              | Lalit Kumar Bohania  | ADJPB1726A | 00235869 | Non-Executive - Independent Director     | Not Applicable          |                         | 22-08-2014                              |                   | 60                             | 1  | 1   | 0  |       |
| 7  | Mr              | Atul Sanghvi         | AFBPS6445R | 00045903 | Executive Director                       | Not Applicable          |                         | 01-04-2014                              |                   |                                | 1  | 1   | 0  |       |

## Annexure 1

### II. Composition of Committees

| Disclosure of notes on composition of committees explanatory                 |   |                           |                                      |                         |                         |
|--|---|---------------------------|--------------------------------------|-------------------------|-------------------------|
| Is there any change in composition of committees compare to previous quarter |   |                           |                                      |                         |                         |
| Sr   | Name Of Committee                         | Name of Committee members | Category 1 of directors              | Category 2 of directors | Name of other committee |
| 1  | Audit Committee                           | GOVINDBHAI P. PATEL       | Non-Executive - Independent Director | Chairperson             |                         |
| 2  | Audit Committee                           | VIKRAM SOMANY             | Executive Director                   | Member                  |                         |
| 3  | Audit Committee                           | SAJAN KUMAR PASARI        | Non-Executive - Independent Director | Member                  |                         |
| 4  | Audit Committee                           | LALIT KUMAR BOHANIA       | Non-Executive - Independent Director | Member                  |                         |
| 5  | Nomination and remuneration committee     | GOVINDBHAI P. PATEL       | Non-Executive - Independent Director | Chairperson             |                         |
| 6  | Nomination and remuneration committee     | VIKRAM SOMANY             | Executive Director                   | Member                  |                         |
| 7  | Nomination and remuneration committee     | SAJAN KUMAR PASARI        | Non-Executive - Independent Director | Member                  |                         |
| 8  | Nomination and remuneration committee     | LALIT KUMAR BOHANIA       | Non-Executive - Independent Director | Member                  |                         |
| 9  | Corporate Social Responsibility Committee | VIKRAM SOMANY             | Executive Director                   | Chairperson             |                         |
| 10   | Corporate Social Responsibility Committee | ATUL SANGHVI              | Executive Director                   | Member                  |                         |

## Annexure 1

### II. Composition of Committees

| Sr | Name Of Committee                         | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Name of other committee |
|----|---|---------------------------|--|-------------------------|-------------------------|
| 11 | Corporate Social Responsibility Committee | DEEPSHIKHA KHAITAN        | Executive Director                       | Member                  |                         |
| 12 | Stakeholders Relationship Committee       | GOVINDBHAI P. PATEL       | Non-Executive - Independent Director     | Chairperson             |                         |
| 13 | Stakeholders Relationship Committee       | ATUL SANGHVI              | Executive Director                       | Member                  |                         |
| 14 | Stakeholders Relationship Committee       | KEDAR NATH MAITI          | Non-Executive - Non Independent Director | Member                  |                         |

## 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) |
|----|---|--|---|
| 1  | 02-02-2016  |  |   |
| 2  |   | 03-05-2016   | 90  |

## Annexure 1

### IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory |   |   |  |                                     |   |  |
|--|---|---|--|-------------------------------------|---|--|
| Sr   | Name of Committee                         | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
| 1  | Audit Committee                           | 30-04-2016  | Yes  |                                     | 02-02-2016  | 87   |
| 2  | Nomination and remuneration committee     | 03-05-2016  | Yes  |                                     |   |  |
| 3  | Corporate Social Responsibility Committee | 03-05-2016  | Yes  |                                     |   |  |
| 4  | Stakeholders Relationship Committee       | 30-04-2016  | Yes  |                                     |   |  |

## 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 100 listed entities) | NA                         |
| 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                        |

### Signatory Details

|                       |                    |
|-----------------------|--------------------|
| Name of signatory     | NARENDRA N. PATEL  |
| Designation of person | Compliance Officer |
| Place                 | AHMEDABAD          |
| Date                  | 11-07-2016         |

