

CERA

Cera Sanitaryware Limited

Regd. Office : 9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, Gujarat.

Phone : (02764) 242329, 243000

www.cera-india.com; E-mail : kadi@cera-india.com; CIN : L26910GJ1998PLC034400

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 1/2019th EXTRA ORDINARY GENERAL MEETING of the members of Cera Sanitaryware Limited will be held on Wednesday, May 15, 2019 at 11.30 a.m. at Registered Office of the Company at 9, GIDC Industrial Estate, Kadi – 382715, Dist. Mehsana to transact the following business:

SPECIAL BUSINESS:

Item No.1 – To Consider Re-classification of Promoters of the Company.

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

“RESOLVED THAT pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for re-classification of following entity/person(s) from Promoter/Promoter group category to Public category, since the entity/person(s) are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold not more than 10% of the total voting rights in the Company and also none of the following entity/person(s) have entered into any shareholder's or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company:

Name of Entity/Person	No. of Equity Shares held	% of total Equity Share Capital
Shashi Kumar Somany	28,000	0.22
Madhusudan Holdings Limited	7,500	0.06
Total	35,500	0.28

RESOLVED FURTHER THAT pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid entity/person(s) seeking reclassification:

- Do not hold more than ten percent of the total voting rights in the Company;
- Do not exercise control over the affairs of the Company directly or indirectly;
- Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
- Have never act as a key managerial person in the Company;
- Are not a 'wilful defaulter' as per the Reserve Bank of India Guidelines
- Are not a fugitive economic offender.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group to Public Shareholding, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company”

Regd. Office:

9, GIDC industrial Estate,
Kadi – 382 715
Dist. Mehsana,
Gujarat, India
CIN : L26910GJ1998PLC034400
Date : 29th January, 2019

By order of the
Board of Directors
For Cera Sanitaryware Ltd.

Narendra N. Patel
President &
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIM SELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of total share capital of the Company.
2. Members are requested to notify immediately the change of address, e-mail id, bank details, if any, to the Company or MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company.
3. Corporate members intending to send their authorized representative to attend the Extraordinary General Meeting are requested to send to the Company a Certified true copy of the Board Resolution/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Shareholders are advised to dematerialise their physical securities since requests for effecting transfer of physical securities (except in case of transmission or transposition of securities) shall not be permitted from 1st April, 2019.
5. Members / Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
6. Statement pursuant to provisions of Section 102 of the Companies Act, 2013 is annexed hereto.
7. This Notice of EGM, Attendance Slip, Proxy Form and process instructions and the manner of conducting E-voting is being sent electronically to all the members whose email IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of Notice of EGM are being sent through the permitted mode. Members who have not registered their email address are requested to get their email address registered with the Company / Depository Participants and update the same, if required. This may be treated as an advance opportunity in terms of proviso to Rule 18(3) (i) of the Companies (Management and Administration) Rules, 2014.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar.
9. All the documents, if any, referred to in this notice and explanatory statement are available for inspection of the members at the registered office of the Company on any working day except Saturday, between 10:00 a.m. to 1:00 p.m. up to the conclusion of this meeting.
10. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The members shall refer to the detailed procedures on e-voting attached herewith.
11. 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 write an email to helpdesk.evoting@cdslindia.com
12. Members are required to vote only through the electronic system or through ballot at EGM and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.
13. The remote e-voting period commences on Sunday, 12th May, 2019 (10:00 am) and ends on Tuesday, 14th May, 2019 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 8th May, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
14. The e-voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of

Wednesday , 8th May, 2019. A person other than member on cut off date should treat this notice for information only.

15. A member may participate in the EGM even after exercising his right to vote through e-voting, but shall not be allowed to vote again.
16. M/s. Parikh Dave & Associates, Companies Secretaries, Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process and voting process at EGM in a fair and transparent manner.
17. The scrutinizer shall, immediately after the conclusion of voting at the Extra Ordinary General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 Hours of the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
18. 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. 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 NSE and BSE.

Shri Narendra N. Patel, Compliance Officer and Company Secretary of the Company, shall be responsible for addressing all the grievances in relation to this EGM including e-voting. His Contact details are **E-mail:** hemal.sadiwala@cera-india.com, **Phone No.** 079-49112222. Office address: 7th & 8th Floor, B Wing, Privilon, Ambli BRTS Road, ISKCON Crossroads, Ahmedabad 380059,.
19. Members holding equity shares in electronic form and proxies thereof, are requested to bring their DP ID and client id for identification.

Statement pursuant to provisions of Section 102 the Companies Act, 2013.

Item No.1

The Company had received letter from the following entity / person(s) falling under the category of Promoter/ Promoter Group of the Company requesting to the Company for reclassification of their Shareholding from the category of "Promoter/Promoter Group" to "Public category":

Name of Entity/Person	No. of Equity Shares held	% of total Equity Share Capital
Shashi Kumar Somany	28,000	0.22
Madhusudan Holdings Limited	7,500	0.06
Total	35,500	0.28

Late. Smt. Ganga Somany, one of the member of the Promoter/Promoter Group died on 6th January 2018 leaving behind a Will dated 7th February 2008 and Codicil dated 4th May 2012. Equity Shares held by her in Cera Sanitaryware Limited have been bequeathed in the name of Shri Shashi Kumar Somany, her elder son on 31st December, 2018. She was also holding majority shareholding in Madhusudan Holdings Limited, which is also a member of the Promoter/Promoter Group of Cera Sanitaryware Limited. The shareholding in Madhusudan Holdings Limited held by Late Smt. Ganga Somany by reason of the bequeath under the said Will read with Codicil has been also vested in Shri Shashi Kumar Somany. Shri Shashi Kumar Somany and Shri Vikram Somany (Promoter of Cera Sanitaryware Limited, and controlling 54.75% of the shareholding along with family members and other Promoter Group Companies of Cera Sanitaryware Limited) have separated in business and habitation for more than 15 years ago. Shri Shashi Kumar Somany do not have any control over the affairs of the Company or in any decision-making process of the Company.

The aforesaid entity/person(s) together are holding very insignificant shareholding, which constitutes only 0.28% of the total paid up equity capital of the Company. The aforesaid entity/person(s) do not exercise any control over the Company and are not involved in the management of the Company.

Pursuant to clause (b) sub-regulation 3 of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, the aforesaid entity/person(s) seeking re-classification have confirmed that:

- i) they are not holding more than ten percent of the total voting rights in the Company.
- ii) they do not exercise control over the affairs of the Company directly or indirectly.
- iii) they have no special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv) they are not represented on the board of directors (including not having a nominee director) of the Company.
- v) they do not act as Key managerial person in the Company.
- vi) they are not 'wilful defaulter' as per the Reserve Bank of India Guidelines.
- vii) they are not fugitive economic offender.

And they have also confirmed that at all times from the date of such reclassification, they shall continue to comply sub-clauses (i), (ii) and (iii) of aforesaid Clause (b) of Sub- regulations (3) of Regulation 31A and shall also comply with conditions mentioned at sub-clause (iv) and (v) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 for period of not less than three years from the date of reclassification, failing which they shall automatically be reclassified as promoter/persons belonging to Promoter Group as applicable.

Based on the letter received from the above Promoter entity/ Person(s) and in view of the provisions of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub- regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 and separation of the business and habitation of Shri Shashi Kumar Somany and Shri Vikram Somany for more than 15 years ago, the members of the Board of Directors at their meeting held on 29th January, 2019 considered and approved the application for reclassification of Shri Shashi Kumar Somany and Madhusudan Holdings Limited from Promoter/Promoter group to Public subject to approval of the Members of the Company at the Extra Ordinary general meeting and also subject to the approval of the Stock Exchanges.

The Board, recommends the Ordinary Resolution of Item no. 1 of the accompanying notice for the approval of the members of the Company.

Except Shri Vikram Somany being relative of Shri Shashi Kumar Somany none of your Directors or key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary resolution as per item no.1 of the notice.

<p>Regd. Office: 9, GIDC industrial Estate, Kadi – 382 715 Dist. Mehsana, Gujarat, India CIN : L26910GJ1998PLC034400 Date : 29th January, 2019</p>	<p>By order of the Board of Directors For Cera Sanitaryware Ltd. Narendra N. Patel President & Company Secretary</p>
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Procedure on e-voting

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 12th May, 2019 (10:00 am) and ends on Tuesday, 14th May, 2019 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 8th May, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Address Sticker.
Dividend Bank Details OR Date of Birth (DOB)	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. - 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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for relevant Cera Sanitaryware Ltd. on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the log in password then enter the User ID and Image Verification Code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also use Mobile app - "m-Voting" for e-voting. M-Voting app is available on Apple, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details user would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the log in should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- 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 in PDF format in the system for the scrutinizer to verify the same.

(xx) 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 write an email to helpdesk.evoting@cdslindia.com.

CERA

Cera Sanitaryware Limited

Regd. Office : 9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, Gujarat.
Phone : (02764) 242329, 243000
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DP ID	Client ID	Folio No.	No. of shares held

ATTENDANCE SLIP

1/2019th Extra Ordinary General Meeting
at Regd. Office : 9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, Gujarat.

Name of the attending Member/Proxy (In block letters) :

I hereby record my presence at the Extra Ordinary General Meeting held at 11.30 a.m. on 15th May, 2019.

Member's / Proxy's Signature

Note : Please bring this attendance slip to the meeting and handover at the entrance duly filled in.

CERA

Cera Sanitaryware Limited

Regd. Office : 9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, Gujarat.
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FORM No. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

PROXY FORM

Name of the member(s) : _____
Registered address : _____
E-mail Id : _____
Folio No. / Client Id : _____
DP Id : _____

I/We, being a member(s) of _____ shares of Cera Sanitaryware Limited, hereby appoint :

- Name : _____
Address : _____
E-mail Id : _____
Signature _____, or failing him
- Name : _____
Address : _____
E-mail Id : _____
Signature _____, or failing him
- Name : _____
Address : _____
E-mail Id : _____
Signature _____

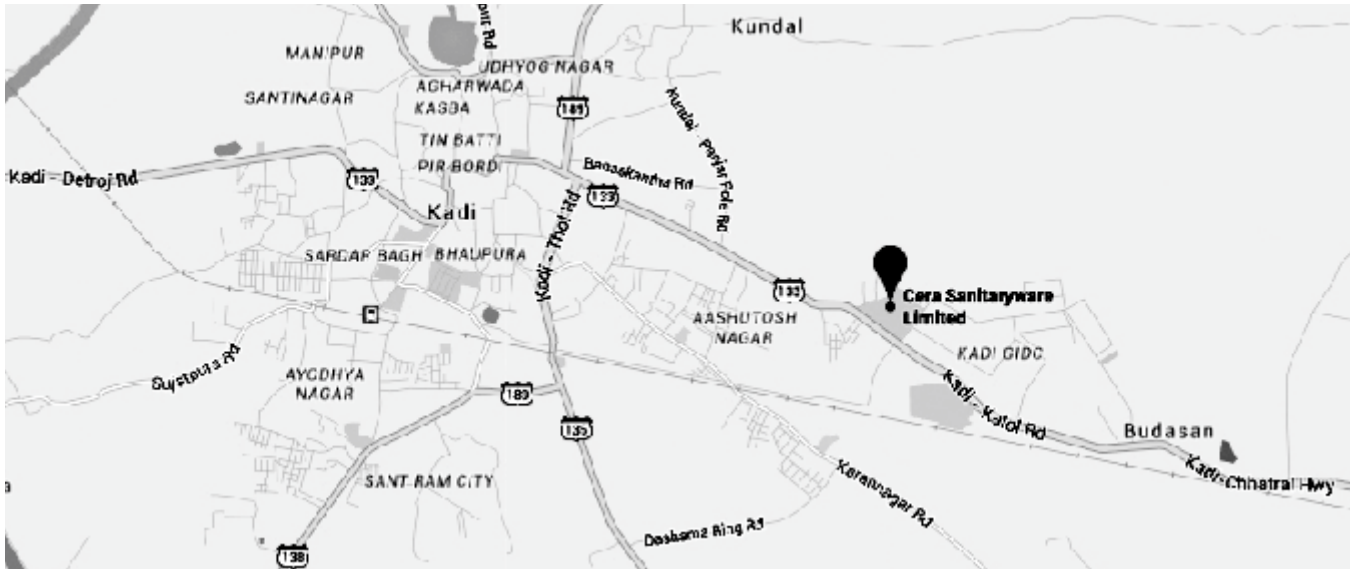
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1/2019th Extra Ordinary General Meeting of the Company to be held on Wednesday, the 15th May, 2019 at 11.30 a.m. at the registered office of the Company at 9, GIDC Industrial Estate, Kadi-382715, Dist. Mehsana, and at any adjournment thereof in respect of such resolution as are indicated below:

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CERA

Cera Sanitaryware Limited

Route Map for Extra Ordinary General Meeting



Resolution	For	Against
1. To Consider Re-classification of Promoters of the Company.		

Signed this _____ day of _____ 2019.

Signature of Shareholder(s) _____

Signature of Proxy Holder(s) _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.