

CERA

CSL/2017-18/235

August 12, 2017

BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort Mumbai - 400 001. Scrip Code :532443 Scrip ID:CERASAN Fax:022-22722039/2061/2041/2037/3121	National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai - 400 051 Scrip Code : CERA Fax: <u>022-26598237/38 or 022-26598347/48</u>
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Ref: ISIN: INE 739E01017

Dear Sirs,

Sub: Minutes of the 19th Annual General Meeting of the Company.

Please find enclosed Minutes of the Nineteenth Annual General Meeting of the Members of the Company held at 11.30 a.m. on 27th July, 2017 at the Registered Office of the Company at 9, GIDC Industrial Estate, Kadi - 382715, Dist. Mehsana, (Gujarat).

We hope you will find the same in order.

Thanking you,

Yours faithfully,
For Cera Sanitaryware Limited,



Narendra N. Patel
President & Company Secretary

Encl: as above

Cera Sanitaryware Limited

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Tel: +91 79 26449781, 26449789 Fax: +91 79 26569259 Email: marketing@cera-india.com www.cera-india.com

Registered Office & Works: 9, GIDC Industrial Estate, Kadi 382715, District Mehsana, North Gujarat

CIN: L26910GJ1998PLC034400

Minutes of the Nineteenth Annual General Meeting of the members of **CERA SANITARYWARE LIMITED** held at 11.30 a.m. on Thursday, the 27th day of July, 2017 at the Registered Office of the Company at 9, GIDC Industrial Estate, Kadi – 382 715, District Mehsana.

Directors present

1. Shri Vikram Somany (Chairman and Managing Director)
2. Smt. Deepshikha Khaitan (Vice Chairperson)
3. Shri J. K. Taparia (Chairman of the Audit Committee)
4. Shri Govindbhai P. Patel (Chairman of Nomination and Remuneration Committee & Stakeholders Relationship Committee)
5. Dr. K. N. Maiti
6. Shri Atul Sanghvi (Executive Director)

In attendance:

1. Shri Tushar H. Vasa – Proprietor of H.V Vasa & Co., Statutory Auditors
2. Shri Rajesh B. Shah – CFO & COO (Fin. & Comm.)
3. Shri Narendra N. Patel – President & Company Secretary
4. Shri Umesh Parikh, of Umesh Parikh & Associates, Secretarial Auditors and Partner of Parikh Dave & Associates, as Scrutinizer.

Chairman:

Shri Vikram Somany, Chairman of the Board of Directors presided over the meeting.

Quorum:

The Chairman informed that the members present at the meeting were in adequate number to form quorum for transacting the business of the meeting as stated in the notice dated 4th May, 2017.

62 members including 8 authorized representatives of corporate members were present at the meeting.

It was announced that 25 valid proxies for 7376453 Equity Shares, including 8 from corporate members and no invalid proxies were received.

It was announced that the Register of members, Register of Directors and KMPs and their Shareholdings, Proxy Register with Proxy Forms, original minutes of the General Meetings, Auditors' Report, Secretarial Audit Report and other Statutory Registers were placed before the meeting and kept open for inspection by the members during the meeting.

All material documents referred to in the Explanatory Statement of the Notice convening the Nineteenth Annual General Meeting were made available for inspection by members.

Notice of the meeting:

With the consent of the Company's members present, the notice dated 4th May, 2017 convening the 19th Annual General Meeting as circulated to the members was taken as read.

Auditors' Report:

At the direction of the Chairman, Shri Narendra N. Patel, Company Secretary read the Auditors' Report dated 4th May, 2017 on the Financial Statements for the financial year 2016-17.

The Chairman informed that there were no qualifications, observations or adverse remarks in the Independent Auditors' Report and Secretarial Audit Report for the year ended 31.03.2017.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company had provided remote e-Voting facility to the members of the Company in respect of ordinary and special business to be transacted at the Annual General Meeting. The e-Voting commenced on 24th July, 2017 (10.00 am) and ended on 26th July, 2017 (5.00 pm).

The Chairman informed that the Company has made arrangement to provide facility of voting by ballot paper at the Annual General Meeting to those members who could not cast their vote by remote e-Voting.

The members were informed that the Company has not received questions in advance on the Financial Statements for the Financial Year 2016-17 or any other resolution from any of the members. The Chairman then requested the members present to ask questions relating to the Financial Statements, policy matters, and future business plan of the Company and also on 9 Resolutions proposed for passing by the members as stated in the Notice of Annual General Meeting dated 4th May, 2017.

Then, the Chairman replied all the questions from the members and members expressed their satisfaction on the sharing of business information and on the working of the Company.

There being no other questions/queries from the members, the Chairman advised the Company Secretary to carry out the procedure for voting of all 9 resolutions by physical ballot.

The Company Secretary explained in detail the procedure for exercising the votes by the members through ballot paper and placed all the 9 resolutions for voting. Shri Umesh Parikh, Partner of Parikh Dave & Associates, Company Secretaries (Membership No. FCS: 4152), was appointed as Scrutinizer to scrutinize the ballot paper voting and to submit their report.

The Chairman informed that the result of the voting on each resolution shall be determined by adding the votes of the physical ballot paper in favour or against a resolution with the electronic votes cast by the members in favour or against a respective resolution. He declared that on receipt of Scrutinizer's Report on the poll conducted (by electronic mode and by physical mode), the result of voting would be declared within 48 hours of the conclusion of this meeting at the Regd. Office of the company. The result to be declared for each resolution shall indicate separately the votes cast in favour of the resolution (assent) and votes cast against the resolution (dissent) and would be intimated to the NSE & BSE along with Report of the Scrutinizer. He further stated that the voting results shall also be uploaded on the Company's website i.e. www.cera-india.com. The Scrutinizer's Report would be available at the Registered Office of the Company.

Conduct of Ballot Voting

The Company Secretary conducted the voting procedure by distributing ballot papers, showing empty Polling Box to the members, locking and sealing empty Polling Box in the presence of members and proxy holders.

After ensuring that all members present had cast their votes, the Scrutinizer closed the voting at around 12.10 p.m. and then took the custody of the Polling Box.

Then, the Annual General Meeting was concluded with a vote of thanks to the Chairman at 12.10 p.m.

Result of the remote e-Voting and by Ballot Papers on the Ordinary and Special Business at the 19th Annual General Meeting of the Company held at 11.30 a.m. on Thursday, the 27th day of July, 2017 at the Registered Office of the Company at 9, GIDC Industrial Estate, Kadi – 382715, Dist. Mehsana.

On the basis of Scrutinizer's Report for the remote e-Voting which ended on 26th July, 2017 (5.00 pm) and Ballot Paper voting at the Annual General Meeting held on 27th July, 2017, the Chairman announced the results of the voting on 28th July, 2017 that all the resolutions for Ordinary and Special Business as set out at item No. 1 to 9 in the Notice of the 19th Annual General Meeting of the Company have been duly passed by the requisite majority. The details of the same are as under:

Resolution Nos.		Assent	%	Dissent	%	Invalid	Status
Ordinary Resolution No. 1	Total No. of Votes Polled	1,05,63,164	100.00	00	0.00	43	Passed with requisite majority
	No. of members voted	121	100.00	00	0.00	02	
Ordinary Resolution No. 2	Total No. of Votes Polled	1,05,67,646	100.00	00	0.00	43	Passed with requisite majority
	No. of members voted	122	100.00	00	0.00	02	
Ordinary Resolution No. 3	Total No. of Votes Polled	10567646	100.00	00	0.00	43	Passed with requisite majority
	No. of members voted	122	100.00	00	0.00	02	
Ordinary Resolution No. 4	Total No. of Votes Polled	10539954	99.74	27692	0.26	43	Passed with requisite majority
	No. of members voted	117	95.90	05	4.10	02	
Ordinary Resolution No. 5	Total No. of Votes Polled	10566947	99.99	699	0.01	43	Passed with requisite majority
	No. of members voted	120	98.36	02	1.64	02	

Ordinary Resolution No. 6	Total No. of Votes Polled	10567646	100.00	00	0.00	43	Passed with requisite majority
	No. of members voted	122	100.00	00	0.00	02	
Special Resolution No. 7	Total No. of Votes Polled	10567646	100.00	00	0.00	43	Passed with requisite majority
	No. of members voted	122	100.00	00	0.00	02	
Special Resolution No. 8	Total No. of Votes Polled	10539072	99.73	28574	0.27	43	Passed with requisite majority
	No. of members voted	117	95.90	05	4.10	02	
Special Resolution No. 9	Total No. of Votes Polled	10541164	99.75	26482	0.25	43	Passed with requisite majority
	No. of members voted	120	98.36	02	1.64	02	

The Resolutions for Ordinary and Special Business as set out at item No. 1 to 9 in the Notice of 19th Annual General Meeting duly approved by the members with requisite majority, are recorded hereunder as note of the proceedings of 19th Annual General Meeting of the members of the Company held on 27th July, 2017.

RESOLUTION NO. 1

ORDINARY RESOLUTION:-

To receive, consider and adopt the Standalone and Consolidated financial statements of the Company for the year ended 31st March, 2017 including statement of Audited Profit and Loss and Cash flow Statement for the year ended 31st March, 2017, Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.

Proposed By: Shri Rajesh B. Shah

Seconded By: Shri Rajiv Bhatt

"RESOLVED THAT Standalone and Consolidated Audited Balance Sheet as at 31.03.2017, Statement of Profit and Loss for the year ended 31.03.2017 along with notes on Financial Statements, Cash Flow Statement for the year ended 31.03.2017, Directors and Auditors' Reports for the year 2016-17, as circulated to the members be and are hereby approved and adopted."

RESOLUTION NO. 2

ORDINARY RESOLUTION:-

To declare dividend on Equity Shares.

Proposed By: Shri P. C Surana

Seconded By: Shri Dinesh Gangdev

"RESOLVED THAT the dividend of Rs. 12.00 per Equity Share, on 1,30,05,874 fully paid Equity Shares of Rs.5/- each, for the year ended 31st March, 2017 be and is hereby declared and approved and the same

be paid and distributed among the Equity Shareholders, whose names appeared on the Register of Members of the Company as on 19th July 2017 after giving effect to all valid transfers in respect of shares held in physical form and the members whose names appeared on the statement of beneficial owners furnished by NSDL and CDSL at the end of business hours on 11th July, 2017, in respect of shares held in dematerialized form."

RESOLUTION NO. 3

ORDINARY RESOLUTION:-

To appoint a director in place of Shri Atul Sanghvi (holding DIN – 00045903), who retires by rotation and being eligible, offers himself for reappointment.

Proposed By: Shri Sajjan Munot

Seconded By: Shri Narendra N. Patel

"RESOLVED THAT Shri Atul Sanghvi (holding DIN – 00045903), Director, who retires by rotation under the Articles 149 to 152 of the Articles of Association of the Company and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company."

RESOLUTION NO. 4

ORDINARY RESOLUTION:-

To appoint Statutory Auditors and fix their remuneration.

Proposed By: Shri Siddharth P. Patel

Seconded By: Shri Sajjan Munot

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendation made by the Audit Committee to the Board, N.M. Nagari & Co., Chartered Accountants (Firm Registration No. 106792W), Ahmedabad, be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors H.V. Vasa & Co, Chartered Accountants (Firm Registration No. 131054W), to hold office for a term of five consecutive years from the conclusion of this 19th Annual General Meeting, until the conclusion of the 24th Annual General Meeting of the Company, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

RESOLUTION NO. 5

ORDINARY RESOLUTION:-

To ratify the remuneration payable to K. G. Goyal & Co., Cost Auditors.

Proposed By: Shri Rajiv Bhatt

Seconded By: Shri Siddharth Patel

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, K. G. Goyal & Co., Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company, as per the recommendation of Audit Committee to conduct the audit of the cost records of the Company for the financial year ended March

31, 2018, be paid the remuneration of Rs. 75,000/- p.a. plus out of pocket expenses and service tax, if any."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

RESOLUTION NO. 6

ORDINARY RESOLUTION:-

Appointment of Shri J. K. Taparia as Independent Director.

Proposed By: Shri Dinesh Gangdev

Seconded By: Shri P.C Surana

"RESOLVED that Shri Jugal Kishore Taparia (holding DIN 07509049), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 29.07.2016 in terms of Section 161 of the Companies Act, 2013 and Article 137 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company (who will not retire by rotation) pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force read with Schedule IV to the Companies Act, 2013 to hold office for five consecutive years for a term up to 31st March 2022."

RESOLUTION NO. 7

SPECIAL RESOLUTION:-

Re-appointment of Shri Atul Sanghvi as Executive Director.

Proposed By: Shri Vinit Jain

Seconded By: Shri Rajesh B. Shah

"RESOLVED THAT approval of the members be and is hereby accorded in terms of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and rules made thereunder, including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force for the re-appointment of and for the remuneration payable to Shri Atul Sanghvi (holding DIN 00045903) as "Executive Director" of the Company for a period of Three (3) years w.e.f. 01.04.2017 in terms of agreement entered into by the Board of Directors of the Company with Shri Atul Sanghvi.

RESOLVED FURTHER THAT Shri Atul Sanghvi, Executive Director will be liable to retire by rotation.

RESOLVED FURTHER THAT the Executive Director is also entitled to the benefits as per the rules of the Company, which the other executives/ employees of the Company are entitled to.

RESOLVED FURTHER THAT total remuneration payable to Shri Atul Sanghvi shall not exceed 5% of the net profit of the Company and total remuneration payable to all the working directors shall not exceed 10% of the net profit of the Company in any financial year, calculated in

accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force, if any to the extent with necessary approvals.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during the tenure of his appointment, total remuneration payable shall not exceed the maximum limit prescribed under Schedule V of the Companies Act, 2013 and rules made thereunder including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force, if any to the extent with necessary approvals.

RESOLVED FURTHER THAT Shri Atul Sanghvi, Executive Director appointed herein above shall continue as an "Occupier" of the Company as defined under Section 2 of the Factories Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and / or vary the terms and conditions of the said appointment and / or agreement in such a manner as it deem fit including the maximum remuneration payable to the Executive Director in terms of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force, if any to the extent with necessary approvals.

RESOLUTION NO. 8

SPECIAL RESOLUTION:-

Re-appointment of Shri Vikram Somany as Chairman and Managing Director.

Proposed By: Shri Narendra N. Patel

Seconded By: Shri Atul Sanghvi

"RESOLVED THAT approval of the members be and is hereby accorded in terms of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and rules made thereunder including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force for the re-appointment of and for the remuneration payable to Shri Vikram Somany (holding DIN 00048827) as "Chairman and Managing Director" of the Company for a period of Five (5) years w.e.f. 01.07.2017 in terms of agreement entered into by the Board of Directors of the Company with Shri Vikram Somany.

RESOLVED FURTHER THAT Shri Vikram Somany, Chairman and Managing Director will not be liable to retire by rotation.

RESOLVED FURTHER THAT the Chairman and Managing Director is also entitled to the benefits as per the rules of the Company, which the other executives/ employees of the Company are entitled to.

RESOLVED FURTHER THAT total remuneration payable to Shri Vikram Somany shall not exceed 5% of the net profit of the Company and total remuneration payable to all the working directors shall not exceed 10% of the net profit of the company in any financial year, calculated in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V

and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force, if any to the extent with necessary approvals.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during the tenure of his appointment, total remuneration payable shall not exceed the maximum limit prescribed under Schedule V of the Companies Act, 2013 and rules made thereunder including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force, if any to the extent with necessary approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and / or vary the terms and conditions of the said appointment and / or agreement in such a manner as it deem fit including the maximum remuneration payable to the Chairman and Managing Director, in terms of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force, if any to the extent with necessary approvals.

RESOLUTION NO. 9

SPECIAL RESOLUTION:-

Payment of Commission to Directors - not in whole time employment.

Proposed By: Shri Atul Sanghvi

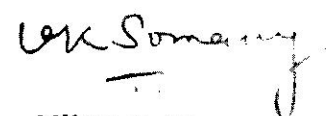
Seconded By: Shri Vinit Jain

"RESOLVED THAT pursuant to the provisions of Section 197,198 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force, a sum not exceeding 1% p.a. of the net profits of the Company calculated in accordance with the provisions of Sections 198 of the Companies, Act 2013 and rules made thereunder, be paid to and distributed among the directors not in whole time employment of the Company in such manner, as the Board of Directors may from time to time determine and in default equally in each financial year of the company for a period of 5 years, commencing from 1st April, 2018 up to 31st March, 2023.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: August 08, 2017

Place: Kolkata


Vikram Somany
(Chairman)
12.08-2017