

Minutes of the proceedings of the Fifteenth Annual General Meeting of the members of CERA SANITARYWARE LIMITED held at 11.30 a.m. on Thursday, the 11th day of July, 2013 at the Registered Office of the Company at 9, GIDC Industrial Estate, Kadi - 382 715, District Mehsana, North Gujarat.

Directors present

1. Shri Vikram Somany (Chairman and Managing Director)
2. Shri Ashok Chhajed (Chairman of the Audit Committee)
3. Dr. K. N. Maiti
4. Shri Govindbhai P. Patel
5. Shri M. K. Bhandari (Director - Technical)

In attendance

Shri Narendra N Patel - Company Secretary
Shri Rajesh B. Shah - Chief Financial Officer

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 25th April, 2013.

23 members including 10 authorized representatives of corporate members were present at the meeting.

It was announced that 24 valid proxies (holding 74,87,110 Equity Shares), including 10 from Corporate members and 2 invalid proxies were received.

It was announced that the register of members, register of Directors' Shareholding and Proxy Register with Proxy Forms were placed before the meeting and kept open for inspection by the members during the meeting.

Notice of the meeting:

With the consent of the Company's members present, the notice dated 25th April, 2013 convening the meeting as circulated to the members was taken as read.

Auditors' Report:

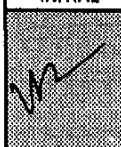
At the direction of the Chairman, Shri Narendra N Patel, Company Secretary read the Auditors' Report dated 25th April, 2013 on the Annual Accounts for the year 2012-13.

Thereafter, following ordinary business was transacted.

1. Shri S. C. Kothari proposed the following resolution as an ordinary resolution, which was seconded by Shri Rajesh B. Shah.

RESOLVED THAT the Audited Balance Sheet as at 31.03.2013, Statement of Profit and Loss Account for the year ended 31.03.2013 along with notes on Financial Statements, Cash Flow Statement for the year ended 31.03.2013, Directors' and Auditors' Reports for the year 2012-13, as circulated to the members be and are hereby approved and adopted.

CHAIRMAN'S
INITIAL



The Chairman invited questions and queries from the members before resolution for adoption of the Annual Accounts, Directors' and Auditors' Reports were put to vote.

Thereafter, all the questions and queries raised by the members were replied by the Chairman.

Some shareholders, particularly Shri Rahul Rathl requested to place on record their appreciation towards the promoter Shri Vikram Somany and the executive team of Cera Sanitaryware.

Further, he added that after the untimely demise of Shri vidush Somany, the Chairman and the team took an active role to ensure that Cera Sanitaryware reaches new heights. History has shown that promoters, with the highest character, standards and integrity, have achieved similar successes. The last year has built a trust in the Cera team that few promoters will enjoy.

Then the Chairman put the resolution to vote by show of hands.

The members considered the above resolution and cast their votes by show of hands in favour of the resolution without opposition and then the Chairman declared the same as carried unanimously.

2. Shri Amit Trivedi proposed the following resolution as an ordinary resolution, which was seconded by Shri P. C. Surana.

RESOLVED THAT the dividend of Re 4.00 per Equity Share, on 1,26,54,874 fully paid Equity Shares of Rs.5/- each, for the year ended 31.03.2013 be and is hereby declared and approved and the same be distributed among the Equity Shareholders, whose names appeared on the Register of Members of the Company as on 05.07.2013 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 23.06.2013 or working day preceding 23.06.2013, in respect of shares held in dematerialised form,

Thereafter, all the queries raised by the members were replied by the Chairman.

Then the Chairman put the resolution to vote by show of hands.

The members considered the above resolution and cast their votes by show of hands in favour of the resolution without opposition and then the Chairman declared the same as carried unanimously.

3. Shri Naimish Acharya proposed the following resolution as an ordinary resolution, which was seconded by Shri S. Munot.

RESOLVED THAT Shri Mahendra Kumar Bhandari, 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.

Thereafter, all the queries raised by the members were replied by the Chairman.

Then the Chairman put the resolution to vote by show of hands.

The members considered the above resolution and cast their votes by show of hands in favour of the resolution without opposition and then the Chairman declared the same as carried unanimously.

CHAIRMAN'S
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4. Shri P.C. Surana proposed the following resolution as an ordinary resolution, which was seconded by Shri S. M. Agarwal.

RESOLVED THAT Shri Govindbhai P. Patel, 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.

Thereafter, all the queries raised by the members were replied by the Chairman.

Then the Chairman put the resolution to vote by show of hands.

The members considered the above resolution and cast their votes by show of hands in favour of the resolution without opposition and then the Chairman declared the same as carried unanimously.

5. Shri Rajesh B. Shah proposed the following resolution as an ordinary resolution, which was seconded by Shri S.C. Kothari.

RESOLVED THAT M/s. H. V. Vasa & Co., Chartered Accountants, Ahmedabad, (Firm Reg. No. 131054W) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration of Rs. 2,70,000/- (Rupees Two lacs Seventy Thousand) p.a. plus out of pocket expenses and service tax thereof as applicable.

Thereafter, all the queries raised by the members were replied by the Chairman.

Then the Chairman put the resolution to vote by show of hands.

The members considered the above resolution and cast their votes by show of hands in favour of the resolution without opposition and then the Chairman declared the same as carried unanimously.

Thereafter, following special business was transacted:

6. Re-appointment of Mr. Mahendra Kumar Bhandari as Director - Technical

Shri Narendra N. Patel proposed the following resolution as a Special resolution, which was seconded by Shri S. R. Munot.

RESOLVED THAT approval of the members be and is hereby accorded in terms of Sections 198, 269, 309, 311, 349, 350, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 for the re-appointment of and for the remuneration payable to Mr. Mahendra Kumar Bhandari as Director - Technical of the Company for a period of one (1) year w. e. f. 01.04.2013 in terms of agreement entered into by the Board of Directors of the Company with Mr. Mahendra Kumar Bhandari.

RESOLVED FURTHER THAT Mr. Mahendra Kumar Bhandari, Director - Technical will be liable to retire by rotation.

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

RESOLVED FURTHER THAT total remuneration payable to Mr. Mahendra Kumar Bhandari shall not exceed 5% of the net profit of the Company and total remuneration payable to all the working directors including Mr. Mahendra Kumar Bhandari shall not exceed 10% of the net profit of the Company in any financial year, calculated in accordance with the provisions of Sections 198, 269, 309, 311, 349, 350, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956.

CHAIRMAN'S
INITIAL

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 XIII of the Companies Act, 1956 and any amendment thereof from time to time, if and to the extent with necessary approvals.

RESOLVED FURTHER THAT Mr. Mahendra Kumar Bhandari, Director - Technical re-appointed herein above shall be re-appointed 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 vary the terms and conditions of the said appointment and / or agreement in such a manner in terms of Sections 198, 269, 309, 311, 349, 350 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and any amendments made thereafter in this regard from time to time.

Thereafter, all the queries raised by the members were replied by the Chairman.

Then the Chairman put the resolution to vote by show of hands.

The members considered the above resolution and cast their votes by show of hands in favour of the resolution without opposition and then the Chairman declared the same as carried unanimously.

7. Shri Amit Trivedi proposed the following resolution as a Special resolution, which was seconded by Shri S. M. Agarwal.

RESOLVED THAT pursuant to Sections 309(1), 314 (1) and other applicable provisions, if any of the Companies Act, 1956, and subject to the opinion / consent of the Central Government, the company do hereby accord consent to the retaining of the services of Dr. Kedar Nath Maiti, who is ceramic scientist and is a director on the Board of Directors of the company at a consultancy fee in the range of Rs.1,75,000/- - Rs.4,50,000/- per month for five years from 01.04.2014 to 31.03.2019, for rendering from time to time such advice and services as he may give in his capacity as a ceramic scientist.

RESOLVED FURTHER THAT this resolution shall be deemed to confer necessary authority to the Chairman and Managing Director at his discretion, to decide the remuneration within the above range as may be deemed fit and proper.

Thereafter, all the queries raised by the members were replied by the Chairman.

Then the Chairman put the resolution to vote by show of hands.

The members considered the above resolution and cast their votes by show of hands in favour of the resolution without opposition and then the Chairman declared the same as carried unanimously.

Thereafter, there being no other business, the meeting was concluded with a vote of thanks to the Chair.

Date: 17.07.2013

Uk Somany
(CHAIRMAN)

24/07/2013

CHAIRMAN'S
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