

CERA

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CSL/2012-13/212
September 22, 2012

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051

Kind Attn: Shri Sandeep Hisaria

Dear Sir,

Sub: Minutes of Annual General meeting

Please find enclosed herewith copy of minutes of Annual General Meeting of the members of the Company held at Registered Office of the Company at 9, GIDC Industrial Estate, Kadi - 382715, Dist. Mehsana, Gujarat on September 12, 2012.

This is for your information and record, please.

Thanking you,

Yours faithfully,
For **Cera Sanitaryware Limited**,



Narendra N. Patel
President & Company Secretary

Encl.: a/a.

Cera Sanitaryware Limited

Madhusudan House, Opp. Navrangpura Telephone Exchange, Navrangpura, Ahmedabad 380 006
Tel: +91 79 26449781, 26449789 Fax: +91 79 26569259 E-mail: marketing@cera-india.com www.cera-india.com
Registered Office & Works: 9, GIDC Industrial Estate, Kadi 382 715, District Mehsana, North Gujarat

Minutes of the proceedings of the Fourteenth Annual General Meeting of the members of CERA SANITARYWARE LIMITED held at 11.30 a.m. on Wednesday, the 12th day of September, 2012 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 Company presided over the meeting.

Before the commencement of meeting, the Chairman informed the members about sudden and sad demise of Shri Vidush Somany, Executive Director of the Company on 25th August, 2012. The members observed a two minute silence in his memory and prayed for his soul to rest in peace.

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 11th July, 2012

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

It was announced that 19 valid proxies (holding 63,94,713 Equity Shares), including 9 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 11th July 2012 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 11th July, 2012 on the Annual Accounts for the year 2011-12.

Thereafter, following ordinary business was transacted.

1. Adoption of Annual Accounts for the year ended 31st March 2012.

Shri S. C. Kothari proposed the following resolution as an ordinary resolution, which was seconded by Shri Narendra N. Patel.

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For CERA SANITARYWARE LIMITED
COMPANY SECRETARY

RESOLVED THAT the Audited Balance Sheet as at 31.03.2012, Statement of Profit and Loss Account for the year ended 31.03.2012 along with notes on Financial Statements, Cash Flow Statement for the year ended 31.03.2012, Directors' and Auditors' Reports for the year 2011-12, as circulated to the members be and are hereby approved and adopted.

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.

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 with opposition by one member and then the Chairman declared the same as carried with requisite majority.

2. To declare dividend on Equity Shares

Shri B.K. Patodia proposed the following resolution as an ordinary resolution, which was seconded by Shri P. C. Surana..

RESOLVED THAT the dividend of Rs. 3.00 per Equity Share, on 1,26,54,874 fully paid Equity Shares of Rs.5/- each, for the year ended 31.03.2012 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 07.09.2012 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 26.08.2012 or working day preceding 26.08.2012, 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 with opposition by one member and then the Chairman declared the same as carried with requisite majority.

3. Re-appointment of Dr. K. N. Maiti as Director

Shri Naimish Acharya proposed the following resolution as an ordinary resolution, which was seconded by Shri Pankaj B. Shah.

RESOLVED THAT Dr. K. N. Maiti, 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.

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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.

4. Re-appointment of Shri Sajan Kumar Pasari as Director

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

RESOLVED THAT Shri Sajan Kumar Pasari, 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. Appointment of Auditors:

Shri R. 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 as may be decided by Shri Vikram Somany, Chairman and Managing Director in consultation with the Statutory Auditors 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. Payment of 1% commission to non working Directors:

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

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"RESOLVED THAT pursuant to the provisions of Section 309(4) and other applicable provisions, if any of the Companies Act, 1956 a sum not exceeding 1% p.a. of the net profits of the Company calculated in accordance with the provisions of Sections 198, 309, 349, 350 and other applicable provisions, if any, of the Companies Act, 1956 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, 2013 upto 31st March, 2018."

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: 17.09.2012

sd/-
(CHAIRMAN)
19-09-2012

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For, CERA SANITARYWARE LIMITED


COMPANY SECRETARY