CERA

**Cera Sanitaryware Limited**

Regd. Office : 9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, Gujarat.
www.cera-india.com; Phone : (02764) 242329, 262619, 262638; Fax : (02764) 242465;
E-mail : kadi@cera-india.com; CIN : L26910GJ1998PLC034400

# NOTICE

**NOTICE** is hereby given that the Extraordinary Ordinary General Meeting of the Members of CERA SANITARYWARE LIMITED will be held at 11.30 a.m. on Wednesday, the 25th day of February, 2015 at the Registered Office of the Company at 9, GIDC Industrial Estate, Kadi – 382 715, Dist. Mehsana, to transact the following Business:

**SPECIAL BUSINESS:**

**1. Issue of Equity Shares on Preferential basis**

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

RESOLVED THAT pursuant to the Section 42 and 62 and all the other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board thereto), provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as mentioned ("ICDR Regulations"), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time and in one or more tranches, up to 3,51,000 Equity Shares of a face value of Rs.5/- each to India 2020 Fund II, Limited (having PAN : AADCI2854A and falling in the category of Non Promoters - Foreign Bodies Corporate), by way of a Preferential Issue through offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, at a price of Rs. 2011.50 (Rupees Two Thousand Eleven and Paise Fifty only) {(including a premium of Rs. 2006.50 (Rupees Two Thousand Six and Paise Fifty only)} per Equity Share which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per the ICDR Regulations ("Issue Price").

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 23.01.2015, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on 25.02.2015 (being the day preceding the weekend/holiday).

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to India 2020 Fund II, Limited, in dematerialized form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the Equity Share to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari-passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is

hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including but without limitation, to issue and allot Equity Shares, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person."

**2. To Increase the Aggregate Limit of FIIs' Shareholding:**

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

**RESOLVED THAT** pursuant to the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (herein after referred to as the "Board", which terms shall include a duly authorized committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (the "FIIs") registered with the SEBI to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares upto an aggregate limit of 36% of the paid up capital of the Company for the time being provided, however, that the equity shareholding of each FII shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any committee of Directors or any Director(s) or officer(s) of the Company.

**Registered Office:**
9, GIDC industrial Estate,
Kadi – 382 715
Dist. Mehsana,
Gujarat, India
CIN : L26910GJ1998PLC034400
Date : 29th January, 2015

By order of the
Board of Directors

**Narendra N. Patel**
President &
Company Secretary

**Notes:**

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Businesses to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend, and vote on a poll, instead of herself/himself and the proxy need not be a member of the company. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the EGM. A Proxy form is sent herewith.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
4. Corporate members intending to send their authorized representatives to attend the EGM are requested to send the Company a certified true copy of their board resolution authorizing their

representatives to attend and vote on their behalf at the EGM.

5. Members / Proxies are requested to bring their duly filled attendance slip sent herewith at the EGM.

6. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the EGM to facilitate identification of membership at the EGM.

7. Only registered members of the Company or any proxy appointed by such registered member may attend the EGM as provided under the provisions of the Companies Act, 2013.

8. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rules made there under and Listing Agreement the Company is offering e-voting facility to all Members of the Company through Notice dated 29.01.2015 and the business may be transacted through e-voting services provided by Central Depository Services Limited, who will be facilitating e-voting to enable the Members to cast their vote electronically. The Members can cast their vote online from 10.00 A.M. on 19.02.2015 to 6.00 P.M. on 21.02.2015. The Members shall refer to the detailed procedure on e-voting given attached herewith.

9. The instructions for e-voting are set out in the e-voting form annexed with this Notice.

10. The Board of Directors have appointed Shri Umesh Parikh, Partner of Parikh Dave & Associates, Company Secretaties, (Membership No. FCS:4152) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall, within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not being in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of EGM. The results on Resolution shall be declared at or after the EGM and subject to the receipt of requisite votes, the Resolution shall be deemed to be passed on the date of the EGM. The results declared along with the scrutinizer's report will be available on the website of the Company (www.cera-india.com) and on the website of CDSL within two days of passing of the Resolution.

11. Notice of the EGM along with Attendance Slip, Proxy Form and a letter giving the 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 the same are being sent through the permitted mode.

12. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days except Saturdays between 10.00 A.M. and 1.00 P.M. up to the date of the EGM.

13. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.

14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company electronically.

15. Shri Narendra N. Patel, Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this extra-ordinary general meeting including e-voting. His contact details are **E-mail** : nk_acharya@cera-india.com, **Phone No**. 079-26449781.

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

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special businesses mentioned in the accompanying Notice dated 29-01-2015.

**Item No.1**

Your Company is a leading Private Sector manufacturer with In-house manufacturing capacity of Sanitaryware and Faucetware so also has outsourcing manufacturing arrangements of product categories such as Sanitaryware, Faucetware, Tiles and other Bathroom products in the organized sector. It ranks amongst the top private sector Sanitaryware manufacturers in organized sector in India.

Over the years, the matgnitude of the operations of the Company has increased manifold. The Company is constantly engaged in technology up-gradation and capacity expansion from time to time. To meet the fund requirements, the Company has borrowed fund from Financial institutions, Banks etc. However, the Board of Directors suggests that the further requirements of funds be arranged by issue of further shares to persons other than promoters. Therefore it is proposed to issue 3,51,000 equity shares of the Company at a price of Rs.2011.50 (Rupees two thousand eleven and Paise Fifty only) per equity share of the Face Value of Rs. 5/- each by way of preferential allotment. The placement of equity shares on preferential basis will be as per SEBI (ICDR) Regulations and other applicable laws and subject to FEMA regulations and other rules and regulations as may be applicable for the same.

Salient Features of the preferential issue of shares are as under:

- The aggregate value of India 2020 Fund II, Limited's subscription will be Rs.70.60 crores.
- The price per share has been determined in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations"). The "Relevant Date" for the purpose of calculating the price of Equity Shares is 23-01-2015, being the date 30 days prior to this date of the Extraordinary General Meeting scheduled to be held on 25-02-2015 (being the day preceding the weekend/holiday).
- The issue and allotment of the equity shares to India 2020 Fund II, Limited, as well as listing of those shares, will be in accordance with applicable laws including without limitation the ICDR Regulations, and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges.

The Information as required under the Companies Act, 2013, and Regulation 73 of the SEBI (ICDR) Regulations, 2009 for Preferential Issues is as under:

1. **The object of the Preferential Issue:**

   To augment long term requirements of the Company for funding current/future expansion plans-activities, potential acquisition(s), working capital needs and for general Corporate/business purposes.

2. **The total number of equity shares to be issued:**

   3,51,000 equity shares.

3. **The price at which the allotment is proposed :**

   Described at point 4 below.

4. **Relevant date with reference to which the price has been arrived at:**

   In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be 23.01.2015, being the date 30 days prior to the date of this Extraordinary General Meeting to be held on 25.02.2015 (being the day preceding the weekend/ holiday). The price so calculated is Rs.2011.43 (Rupees Two Thousand Eleven and Paise Forty Three only) per Equity Share. The minimum issue price of each Equity Share is fixed at Rs. 2011.50 (Rupees Two Thousand Eleven and Paise Fifty only).

5. **The class or classes of persons to whom the allotment is proposed to be made:**

   Non Promoters-Foreign Bodies Corporate

6. **Proposal of the promoters or directors or key managerial / management personnel of the Company to subscribe to the offer:**

   None of the promoters or directors or key managerial / management personnel of the Company proposes to subscribe to equity shares in the offer.

7. **The proposed time within which the Preferential Issue / allotment shall be completed:**

   The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

8. **The names of the proposed allottee and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

   A. **Name of proposed Allottee:**

      India 2020 Fund II, Limited.

   B. **The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottee/s:**

      Lighthouse Funds LLC, a limited liability company organized under the laws of the State of Delaware, United States of America, and having its registered office at 1028, Willow Avenue, Hoboken, New Jersey 10730 is the holder of management shares of India 2020 Fund II, Limited and controls the proposed allottee. Mr. Mukund Krishnaswami, an American citizen, and Mr. William Sean Sovak, an American citizen are the ultimate beneficial owners of Lighthouse Funds LLC.

   C. **The percentage of post Preferential Issue capital that may be held by them**

      2.70 per cent of the post preferential issue capital of the Company.

D. **Change in control, if any, in the issuer consequent to the Preferential Issue:**

There will be no change in control of the Company consequent to the proposed preferential issue.

9. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

10. **The pre issue and post issue shareholding pattern of the Company: The shareholding pattern of the Company pre and post the preferential allotment, is given below:**

| Sr.No. Category | Pre Issue | | Post Issue | |
|---|---|---|---|---|
| | No. of Shares held | % of Shareholding | No. of Shares held | % of Shareholding |
| **A** Promoters' Holding: | | | | |
| (1) Indian: | | | | |
| Individuals | 2845809 | 22.49 | 2845809 | 21.88 |
| Bodies Corporate | 4265436 | 33.71 | 4265436 | 32.80 |
| **Sub Total** | **7111245** | **56.20** | **7111245** | **54.68** |
| (2) Foreign Promoters | 0 | 0.00 | 0 | 0.00 |
| **Sub-Total (A)** | **7111245** | **56.20** | **7111245** | **54.68** |
| **B Non-Promoters holding:** | | | | |
| (1) Institutional Holders/Investors | 2341709 | 18.50 | 2692709 | 20.70 |
| (2) Non-Institution: | | | | |
| Private Corporate Bodies | 344263 | 2.72 | 344263 | 2.65 |
| Directors and Relatives | 245758 | 1.94 | 245758 | 1.89 |
| Indian Public | 2479217 | 19.59 | 2479217 | 19.06 |
| Others (including NRIs) | 132682 | 1.05 | 132682 | 1.02 |
| Custodian for GDR | 0 | 0.00 | 0 | 0.00 |
| **Sub Total (B)** | **5543629** | **43.80** | **5894629** | **45.32** |
| **Grand Total** | **12654874** | **100.00** | **13005874** | **100.00** |

11. **Auditors' Certificate:**

A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations, shall be placed before the shareholders of the Company at the Extraordinary General Meeting and will also be open for inspection by the Members.

12. **Lock-in:**

The Equity Shares allotted on a preferential basis to India 2020 Fund II, Limited shall be subject to 'lock-in' for a period of one year from the date of trading approval as per Regulation 78(2) of the ICDR Regulations.

13. **Pricing & Undertaking to re-compute the price:** Price is determined in terms of Regulation 76 SEBI (ICDR) Regulations. Further, the Company undertakes to re-compute the price of the equity shares, if required, in terms of the provisions of these regulations where it is required to do so.

14. **Undertaking to put under lock-in till the re-computed price is paid:**

The Company undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in these regulations, the specified equity shares shall continue to be lock-in till the time such amount is paid by the allottee.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise

by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 & 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI (ICDR) Regulations 2009 and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The Board of Directors at its meeting held on 29th January, 2015 has approved the issue and allotment of equity shares on preferential basis in the manner stated hereabove.

The Board of Directors accordingly recommends the Special Resolution set out at item No.1 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution, except to the extent of their equity holdings in the Company.

**Item No. 2**

Considering the continuous increase in the holding of FIIs it is anticipated that FIIs may further buy the shares of the Company resulting to touch the general limit of 24% provided under the FDI policy. As FIIs play a crucial role to unfold the Company's value to further levels by attracting new investments into the Company. In view of this and considering various advantages in attracting institutional investors which would be beneficial to the Company in the long run it is proposed to increase the aggregate limit for holding shares by the FIIs to 36% from 24%.

As per the FDI policy, the Company shall obtain the approval of its shareholders by way special resolution to increase the said limits with a prior intimation to Reserve Bank India. The members are, therefore, requested to accord their approval, for the purpose of increasing the aggregate limits as set out in the resolution.

The Board of Directors accordingly recommends the Special Resolution set out at item No.2 of the accompanying Notice for the approval of the Members.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

**Registered Office:**
9, GIDC industrial Estate,
Kadi – 382 715
Dist. Mehsana,
Gujarat, India
CIN : L26910GJ1998PLC034400
Date : 29th January, 2015

By order of the
Board of Directors

**Narendra N. Patel**
President &
Company Secretary

# CERA
## Cera Sanitaryware Limited

Regd. Office : 9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, Gujarat.
www.cera-india.com; Phone : (02764) 242329, 262619, 262638; Fax : (02764) 242465;
E-mail : kadi@cera-india.com; CIN : L26910GJ1998PLC034400

| DP ID | Client ID | Folio No. | No. of shares held |
|---|---|---|---|
| | | | |

**ATTENDANCE SLIP**

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 25th February, 2015.

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.
www.cera-india.com; Phone : (02764) 242329, 262619, 262638; Fax : (02764) 242465;
E-mail : kadi@cera-india.com; CIN : L26910GJ1998PLC034400


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 :

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

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

3. 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 Extra Ordinary General Meeting of the Company to be held on Wednesday, the 25th February, 2015 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 resolutions as are indicated below:

PTO

| Resolution No. | Matter of Resolution | For | Against |
|---|---|---|---|
| 1 | Issue of Equity Shares on Preferential basis | | |
| 2 | To increase the aggregate limit of FII's shareholding | | |

Signed this _____ day of _____ 2015.

Affix Revenue Stamp

Signature of Shareholder(s) _____

Signature of Proxy Holder(s) _____

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.

## Procedure on e-voting

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP IDfollowed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) 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.

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

| | For Members holding sharesin 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)<br>- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.<br>- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.<br>- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |

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

(viii) Members holding shares in physical form will then reach directly 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.

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

(x) Click on the EVSN for the relevant Cera Sanitaryware Limited on which you choose to vote. [EVSN 150128003]

(xi) 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.

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

(xiii) 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.

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

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

(A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

(B) The voting period will begin on 19-02-2015 at 10.00 A.M. and end on 21-02-2015 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd January, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.