

CSL/2016-17/303
July 29, 2016

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: <u>022-22722039/2061/2041/2037/3121</u>	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>
--	--

Dear Sir,

Sub: Summary of the Proceedings of the 18th Annual General Meeting of the Company – Regulation 30 of SEBI (LODR) Regulations.

The 18th Annual General Meeting of the Company was held on Friday, 29th July, 2016 at the regd. office of the company at 9, GIDC, Industrial Estate, Kadi - 382715, District Mehsana, North Gujarat, at 11.30 a.m. to seek the approval of members of the Company on resolutions set out in the notice convening Annual General Meeting. Shri Vikram Somany, Chairman and Managing Director of the Company chaired the meeting. Thereafter he welcomed the shareholders of the company and the requisite quorum being present, he called the meeting to be in order.

Thereafter the chairman called the Company Secretary to read the Auditors' report. The Company Secretary read the report and informed that the Auditors' report did not contain any qualification or adverse remarks.

Thereafter with the permission of the members, the Chairman continued the proceedings of the meeting. The Chairman of the Company invited the questions from the members. Members asked the questions and the same were replied appropriately / satisfactorily by the Chairman. Thereafter the following resolutions as set out in the Notice convening the Annual General Meeting were proposed and seconded by the Members.

Sr. No.	Details of the Agenda	Type of resolution
Ordinary Business		
1.	Adoption of the financial statements of the company for the year ended 31st March, 2016 including statement of Audited Profit and Loss and cash flow statement for the year ended 31st March, 2016 and Balance Sheet at that date and the Directors' and Auditors' Reports thereon.	Ordinary
2.	Declaration of dividend at Rs. 9.00 per Equity Share, on 1,30,05,874 fully paid Equity Shares of Rs. 5/- each	Ordinary



Cera Sanitaryware Limited

Sales & Marketing Office: Madhusudan House, Opp. Navrangpura Telephone Exchange, Navrangpura, Ahmedabad 380 006
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

3.	Re-appointment of Smt. Deepshikha Khaitan (DIN: 03365068) as director who retires by rotation.	Ordinary
4.	Appointment of H.V. Vasa & Co., Chartered Accountants (Firm Reg. no. 131054W), Ahmedabad, as Statutory Auditors to hold office from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.	Ordinary
Special Business		
5.	Appointment of K. G. Goyal & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, and to fix their remuneration.	Ordinary
6.	Authorization to the management of the company to enter into Agreement/ transaction(s) as may be appropriate, with Anjani Tiles Limited (Subsidiary Company), being related party, for purchase of goods, materials and job work, if any, on such terms and conditions as may be mutually agreed upon between the Company and Anjani Tiles Limited for an amount not exceeding in aggregate Rs. 150 Crore in each financial year for two years	Ordinary
7.	Authorization to the management of the company for retaining of the services of Dr. Kedar Nath Maiti, who is a related party, also a ceramic scientist and is a director on the Board of Directors of the Company to hold office or place of profit in the company at fees in the range of Rs. 4,00,000/- - Rs. 6,25,000/- per month over a period of 5 years upto 31.03.2021, for rendering from time to time such advice and services as he may give in his capacity as a ceramic scientist.	Ordinary

The Company Secretary further informed that pursuant to the Regulation 44 of SEBI (LODR) Regulation, 2015 and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014 as amended from time to time, the Company had provided the facility of remote E -voting to the Shareholders to enable them to cast their votes electronically on the resolutions proposed in the Notice of the Annual General Meeting of the Company. The remote e-voting commenced on 26th July, 2016 (10:00 a.m) and ended on 28th July, 2016 (5:00 p.m). Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast



Cera Sanitaryware Limited

Sales & Marketing Office: Madhusudan House, Opp. Navrangpura Telephone Exchange, Navrangpura, Ahmedabad 380 006
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

CERA

their votes at the end the meeting through Poll. The members were thereafter briefed about the procedure for filling the Poll Papers. The members had cast their votes accordingly.

The Board of Directors had appointed Shri Umesh Parikh, Partner of Parikh Dave and Associates, Company Secretaries, (Membership No. FCS: 4152) as the Scrutinizer for remote e-voting and poll process at the Annual General Meeting.

The Company Secretary informed the Members that Combined result of Remote E-voting and voting at the Annual General Meeting through Poll will be announced within 48 hours of the conclusion of the Annual General Meeting.

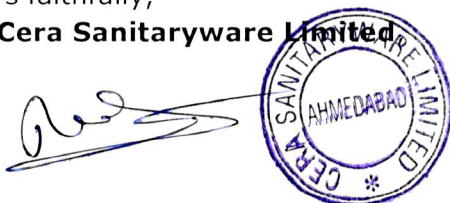
As all the business of the meeting was completed, the Chairman declared the meeting as concluded. The Chairman thanked all the members present at the meeting for taking active interest in the working of the Company.

The meeting was concluded at 12:15 P.M.

Thanking you,

Yours faithfully,

For **Cera Sanitaryware Limited**



Narendra N. Patel
President & Company Secretary

Encl: As above

Cera Sanitaryware Limited

Sales & Marketing Office: Madhusudan House, Opp. Navrangpura Telephone Exchange, Navrangpura, Ahmedabad 380 006

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