

**PARIKH DAVE & ASSOCIATES  
COMPANY SECRETARIES**

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To,  
The Chairman  
**CERA SANITARYWARE LIMITED**  
9, GIDC Industrial Estate,  
Kadi,  
Mehsana - 382715.

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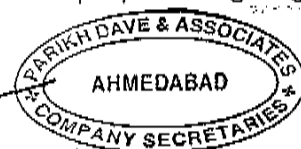
Dear Sir,

Cera Sanitaryware Limited ("the company") has vide resolution of its Board of Directors dated 12<sup>th</sup> June, 2014, has appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 is complied with in respect of following resolution:

**Special Resolution:**

**RESOLVED THAT** the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under to the creation by the Board of Directors of the Company of such mortgages, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created / to be created by the Company as the Board may direct on all or any of movable and immovable properties and such of the assets of the Company, both present and future, in such a manner as the board may direct, together with power to take over the management /undertaking of the Company in certain events to or in favour of all or any of the Financial Institutions, Investment Institutions and their subsidiaries, Army Group Insurance Fund, Banks, Mutual Funds and other Bodies Corporate (hereinafter referred to as the 'Lending Agencies') / Trustees for the holders of debentures / bonds or other instruments to secure borrowings of the Company by way of loans / issue of debentures / bonds / credit facilities for working capital requirements or line of credit and / or other instruments which may be issued on a private placement basis or otherwise, not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only) which have been obtained / are proposed to be obtained from, or privately placed with the Lending Agencies together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered into / to be entered into by the Company in respect of the said borrowings.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to finalize with the Lending Agencies / Trustees or any of them, the documents, agreements or other writings for creating the mortgages, charges, hypothecations etc., and to accept or make any alterations, changes, variations to or in the terms and conditions, notwithstanding that the said documents, agreements and/or writings may contain a provision empowering the lending Agencies/ Trustees or any of them to take over the management of the business and undertaking or concern or undertakings and/ or concerns of the Company in certain events and to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purpose of giving effect to this Resolution.



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We submit our report as under:

1. The Company has provided the E-Voting facility offered by National Securities Depository Limited (NSDL) for conducting e-Voting by the members of the Company.
2. The Company has through its Registrar and Transfer Agents i.e. MCS Limited completed the dispatch / sending of Notice of Postal Ballot form along with postage prepaid business reply envelope by Indian Post to its members / beneficiaries.
3. All Postal Ballot Forms received / votes cast up to August 18, 2014 - the last date fixed by the Company for receipt of the Postal Ballot Forms - were considered for scrutiny.
4. 2 Envelopes containing the Postal Ballot Forms were received after August 18, 2014.
5. 638 Envelopes containing the Postal Ballot Forms were returned undelivered and these envelopes were not opened and will be taken up for destruction by the company after announcement of the results.
6. The Postal Ballot Forms were duly opened on 19<sup>th</sup> August, 2014 in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company/List of Beneficiaries as on 12<sup>th</sup> July, 2014.
7. No ballot paper was found in defaced or mutilated condition.
8. Summary of the Postal Ballot Forms received is given in the annexure attached to this report.
9. We shall hand over the Postal Ballot forms and other related papers/registers and records for safe custody to the President and Company Secretary once the Chairman considers, approves and sign the minutes of the Meeting.

You may accordingly declare the result of the voting by Postal Ballot.

We request you to preserve the ballot papers, registers and records as stated in Rule 22 of The Companies (Management and Administration) Rules, 2014.

FOR PARIKH DAVE & ASSOCIATES  
COMPANY SECRETARIES



A handwritten signature in cursive script that reads "Umesh Parikh".

UMESH PARIKH  
Partner  
C. P. No.: 2413

Date: 21<sup>st</sup> August, 2014  
Place: Ahmedabad

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Resolution No. 1

Creation of Charges on the movable and immovable properties of the company.

Special resolution under section 180(1) (a) of the Companies Act, 2013.

Sr. No.	Particulars	No of Postal Ballot Forms			No of Equity shares of Rs. 5 each			% of total votes
		Physical (1)	Electronic (2)	Total (3)	Physical (4)	Electronic (5)	Total (6)	
A	Postal Ballot Received	25	69	94	71,95,761	79,12,068	1,51,07,829	-
B	Invalid Postal Ballots Received	15	1	16	71,93,000	1,00,000	72,93,000	-
C	Valid Postal Ballot	10	68	78	2,761	78,12,068	78,14,829	-
D	Assent	10	64	74	2,761	78,11,450	78,14,211	99.99%
E	Dissent	0	4	4	0	618	618	0.01%

Conclusion :

Total Votes cast FOR the resolution are 78, 14,211 (99.99%) and votes cast AGAINST the resolution are 618 (0.01%)

**REASON FOR TREATING POSTAL BALLOTS AS INVALID**

- There are 15 cases where the shareholders holding 71,93,000 shares have voted through Postal Ballot as well as through e-Voting. The votes cast through e-voting have been considered valid pursuant to Rule No. 22 read with Rule No. 20 of the Companies (Management and Administration) Rules, 2014 and hence the physical ballots have been treated as invalid.
- There is 1 case where the share holder holding 1,00,000 shares have voted through e-voting but as per section 113 of the Companies Act, 2013 we have not received board resolution for authorizing its representative to vote on Postal ballot by e-voting and hence the votes cast through e-voting have been treated as invalid.

