

Cera Sanitaryware Limited

Minutes of the declaration of results of the Postal Ballot on 22nd August, 2014 at 12.30 p.m. at the Registered Office of Cera Sanitaryware Limited, at 9, GIDC Industrial Estate, Kadi 382715, District Mehsana.

Directors present:

1. Shri Vikram Somany (Chairman and Managing Director)
2. Shri Ashok Chhajer (Chairman of the Audit Committee)
3. Dr. K.N. Maiti
4. Shri Govindbhai P. Patel
5. Smt Deepshikha Khaitan
6. Shri Atul Sanghvi (Executive Director)

In attendance:

1. Shri Narendra N. Patel (Company Secretary)
2. Shri Umesh Parikh, Partner of Parikh Dave & Associates, Practicing Company Secretaries, **as Scrutinizer.**

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the Postal Ballot Notice dated 12th June, 2014 was sent to the members of the Company for passing a Special Resolution by Postal Ballot. The dispatch of Postal Ballot Notice in electronic mode through e-mail and physical Postal Ballot Forms along with Postage pre-paid Business Reply Envelopes were completed on 18th July, 2014. Newspaper advertisement informing the date of completion of despatch of Postal Ballot Notice along with the Postal Ballot Form was published both in English and Gujarati newspapers on 19th July, 2014.

The Board of Directors at their meeting held on 12th June, 2014 has appointed Shri Umesh Parikh, Partner of Parikh Dave & Associates, Practicing Company Secretaries as Scrutinizer to receive and scrutinize the filled in Ballot Forms from the members in physical form and electronic form (e-voting) and for conducting Postal Ballot Process in a fair and transparent manner. The Postal Ballot Forms and the self addressed Business Reply Envelopes were sent for casting of votes by the members. The Company has availed the services of National Securities Depository Limited (NSDL) for providing e-Voting platform to the members of the Company for casting of their votes

After due scrutiny of the postal ballot forms received in physical mode and electronic mode up to 6.00 p.m. on 18th August, 2014 (being last date fixed for e-voting through electronic mode and return of physical forms duly filled in by the members), Shri Umesh Parikh, Partner of Parikh Dave & Associates, Practicing Company Secretaries, the Scrutinizer appointed for the postal ballot process submitted the Scrutinizer's report on 21st August, 2014. The voting rights of the members have been reckoned as on 12th July, 2014, being the cut-off date. The details of the voting are as under:

Creation of charges u/s 180(1)(a) of the Companies Act, 2013 in connection with borrowings of the Company.

Sr. No.	Particulars	No of Postal Ballot Forms			No. of Equity Shares of Rs.5 each			% of Total Votes
		Physical	Electronic	Total	Physical	Electronic	Total	
		1	2	3	4	5	6	7
A	Postal Ballots Received	25	69	94	7195761	7912068	15107829	-
B	Invalid Postal Ballots Recd.	15	1	16	7193000	100000	7293000	-
C	Valid Postal Ballots	10	68	78	2761	7812068	7814829	-
D	Assent	10	64	74	2761	7811450	7814211	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%).

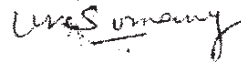
After the conclusion of Annual General Meeting of the Company held on 22nd August, 2014, the Chairman and Managing Director, Shri Vikram Somany, after receiving the Scrutinizer's report announced at 12.30 p.m. that the Special Resolution proposed in the Postal Ballot Notice dated 12th June, 2014 was duly passed by the requisite majority and directed that the resolution be recorded in the Minutes Book of the General Meetings of the members of the Company.

The Special Resolution duly approved by the members through Postal Ballot is as under:

Creation of charges u/s 180(1)(a) of the Companies Act, 2013 in connection with borrowings of the Company.

"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 the 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 authorized 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."



Vikram Somany
Chairman and Managing Director

Date: September 5,, 2014

08/09/2014