

CERA

RESULTS OF THE EVOTING/BALLOT/AGM VOTING

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Members/proxies were provided with the facility to cast their votes through e-voting and physical ballot on the following Resolutions proposed to be passed at the 16th Annual General Meeting of the Company held on August 22, 2014.

1. Adoption of Audited Statement of Profit and Loss for the year ended 31st March, 2014 and Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. Declaration of Dividend on Equity Shares
3. Appointment of Dr. K.N. Maiti as Director, who retires by rotation and is being eligible for re-appointment.
4. Appointment of Auditors and fixing their remuneration.
5. Appointment of Shri Ashok Chhajed as an Independent Director.
6. Appointment of Shri Sajjan Kumar Pasari as an Independent Director.
7. Appointment of Shri Govindbhai P. Patel as an Independent Director
8. Appointment of Shri Lalit Kumar Bohania as an Independent Director
9. Appointment of Smt. Deepshikha Khaitan as Director.
10. Appointment of Shri Atul Sanghvi as Director
11. Appointment of Shri Atul Sanghvi as Executive Director.
12. Reappointment of Shri Vikram Somany as Chairman and Managing Director.
13. Approval of the remuneration of the Cost Auditors.

Shri Umesh Parikh, Partner of Parikh Dave & Associates, Companies Secretaries, Ahmedabad, was appointed as the Scrutinizer for conducting the voting process in a fair and transparent manner.

The e-voting period commenced on Saturday, August 16, 2014 (10.00 a.m.) and ended on Monday, August 18, 2014 (6.00 p.m.). The last date for submitting duly completed physical ballots by the Shareholders was also Monday, August 18, 2014 (6.00 p.m.). The Company has also made arrangement for voting by ballot at the Annual General Meeting held on 22-08-2014 for those members who could not cast their votes by e-voting.

Based on the report submitted by the Scrutinizer, following results are announced:

Resolution Nos.		Assent	%	Dissent	%
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.1	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.2	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.3	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,372	100	1	0
Resolution No.4	No. of members voted	69	98.6	1	1.4
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.5	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.6	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.7	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.8	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.9	No. of members voted	70	100	0	0

Cera Sanitaryware Limited

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 382 715, District Mehsana, North Gujarat

CIN: L26910GJ1998PLC034400

CERA

Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.10	No. of members voted	70	100	0	0
Special	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.11	No. of members voted	70	100	0	0
Special	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.12	No. of members voted	70	100	0	0
Ordinary	Total No. of voting rights voted	75,54,373	100	0	0
Resolution No.13	No. of members voted	70	100	0	0

Note: Equity Shareholders are entitled to one vote for one share.

Accordingly, I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

Kadi, August 23, 2014

For Cera Sanitaryware Limited,



Narendra N. Patel
Company Secretary

Cera Sanitaryware Limited

Madhusudan House, Opp. Navrangpura Telephone Exchange, Navrangpura, Ahmedabad 380 006
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Section II

Consolidated Results of e-voting and Poll.

CERA SANITARYWARE LIMITED**Detailed Consolidated Results of e-voting and Ballot Forms voting****Section - II**

- Item No. 1 -** To receive, consider and adopt the Directors' Report, Auditors' Report and Audited Balance Sheet as at 31st March 2014, Statement of Profit and Loss and Cash flow Statement for the year ended on that date. **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

- Item No. 2 -** To declare dividend on equity shares for the financial year ended on 31st March, 2014. – **Ordinary Resolution**

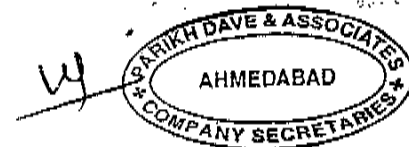
Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

- Item No. 3 -** To appoint a director in place of Dr. K. N. Maiti who retires by rotation and being eligible offers himself for reappointment. – **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

- Item No. 4 -** To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion the next Annual General Meeting and to fix their remuneration. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	29	69	118759	7435613	7554372	100.000
Dissent	0	1	1	0	1	1	0.000
Total	40	30	70	118759	7435614	7554373	100.000



Item No. 5 - To appoint Shri Ashok Chhajer as an Independent Director - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 6 - To appoint Shri Sajan Kumar Pasari as an Independent Director. - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 7 - To appoint Shri Govindbhai P. Patel as an Independent Director.- Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 8 - To appoint Shri Lalit Kumar Bohania as an Independent Director.- Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Papers	E-Votes	Total	Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 9 - Item No. 9 - To appoint Smt. Deepshikha Khaitan as a Director. - Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000



Item No. 10 - To appoint Shri Atul Sanghvi as a Director.- Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling	E-Votes	Total	Polling	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 11 - To appoint Shri Atul Sanghvi as an Executive Director. - Special Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	Polling	E-Votes	Total	Polling	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 12 - To re appoint Shri Vikram Somany as Chairman and Managing Director. -Special Resolution

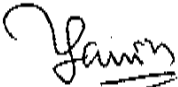
Particulars	No. of			No. of Votes contained in			Percentage
	Polling	E-Votes	Total	Polling	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

Item No. 13 - To approve / ratify remuneration to K.G.Goyal and Co. Cost Accountants as Cost Auditors of the Company - Ordinary Resolution

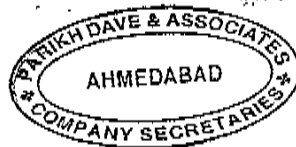
Particulars	No. of			No. of Votes contained in			Percentage
	Polling	E-Votes	Total	Polling	E-Votes	Total	
Received	40	30	70	118759	7435614	7554373	100.000
Assent	40	30	70	118759	7435614	7554373	100.000
Dissent	0	0	0	0	0	0	0.000
Total	40	30	70	118759	7435614	7554373	100.000

I, report that all the resolutions except resolution at Item number 4 has been passed unanimously and resolution No. 4 has been passed by requisite majority.

Thanking You
Yours Faithfully,



Umesh G. Parikh
Partner
Parikh Dave & Associates
Company Secretaries
5 - D, 5th Floor, Vardan Exclusive, Next to Vimal House,
Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad - 380 014.



Place: Ahmedabad
Date: 22nd August, 2014