

CERA



ANNUAL REPORT  
2021-22

INFINITE GROWTH.  
**ENDLESS POSSIBILITIES.**

# New Arrival - Sanitaryware



## CAFÉ

Thin rim table top Wash basin  
Finish - Matt outside &  
Glossy inside  
600 x 400 x 160 mm

Cat. No. S2020103  
Matt Black

- Thin rim for better aesthetics and large bowl area

## CARNIVAL

Rimless wall hung EWC P  
Finish - Matt outside & Glossy inside  
Duroplast soft close seat cover  
510 x 365 x 380 mm

Cat. No. S1044144MB  
Matt Black

- Modern curvy design
- Rimless for better hygiene
- Smart Installation for seamless body
- Duroplast soft close seat cover for ceramic-like finish



## CARNIVAL

Rimless wall hung EWC P  
Finish - Matt outside & Glossy inside  
Duroplast soft close seat cover  
510 x 365 x 380 mm

Cat. No. S1044144BW  
Matt Black EWC &  
Matt White Seat Cover

- Modern curvy design
- Rimless for better hygiene
- Smart Installation for seamless body
- Duroplast soft close seat cover for ceramic-like finish



**Board of Directors**

Shri Vikram Somany	- Chairman and Managing Director
Smt. Deepshikha Khaitan	- Joint Managing Director
Shri Sajan Kumar Pasari	- Independent Director
Shri Lalit Kumar Bohania	- Independent Director
Shri Surendra Singh Baid	- Independent Director
Ms. Akriti Jain	- Independent Director
Shri Ayush Bagla	- Executive Director
Shri Anupam Gupta	- Executive Director (Technical) (w.e.f. 15 <sup>th</sup> October, 2021)

**Chief Financial Officer**

Shri Rajesh B. Shah

**Company Secretary**

Shri Hemal Sadiwala

**Bankers**

State Bank of India

**Auditors**

N. M. Nagri & Co.,  
Chartered Accountants,  
Ahmedabad.

**Registered Office**

9, GIDC Industrial Estate, Kadi-382 715, Dist. Mehsana, Gujarat, India.  
www.cera-india.com; Phone : (02764) 243000, 242329  
E-mail : kadi@cera-india.com; CIN : L26910GJ1998PLC034400

**Corporate Office**

7<sup>th</sup> & 8<sup>th</sup> Floor, B Wing, "PRIVILON", Ambli BRTS Road, ISKCON Cross Roads, Ahmedabad - 380 059.

**Works**

- 1) Sanitaryware and Faucetware Plants :  
9, GIDC Industrial Estate, Kadi - 382 715, Dist. Mehsana, Gujarat.
- 2) Wind Farms :
  - a) Vill. & Tal. Kalyanpur, Dist. Devbhumi Dwarka, Gujarat.
  - b) Vill. Kadoli, Tal. Abdasa, Dist. Kutch, Gujarat.
  - c) Vill. Jivapar (Anandpar), Tal. Chotila, Dist. Surendranagar, Gujarat.
  - d) Vill. Mota Gunda, Tal. Bhanwad, Dist. Devbhumi Dwarka, Gujarat.
  - e) Vill. Navagam, Tal. Bhanwad, Dist. Devbhumi Dwarka, Gujarat.

**Registrar & Share Transfer Agent**

MCS Share Transfer Agent Limited  
201, Shatdal Complex, 2<sup>nd</sup> Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009.

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**24<sup>th</sup> Annual General Meeting at 11.30 a.m. on Thursday,  
the 30<sup>th</sup> day of June, 2022 through Video Conferencing / Other Audio Visual Means.**

## NOTICE

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the Members of CERA SANITARYWARE LIMITED will be held at 11.30 a.m. on Thursday, the 30<sup>th</sup> day of June, 2022 through Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Standalone and Consolidated Audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2022 including statement of Profit and Loss and Cashflow Statement for the year ended 31<sup>st</sup> March, 2022, Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. To declare a Final dividend of ₹ 20/- per equity share and special dividend of ₹ 15/- per equity share for the Financial Year 2021-22.
3. To appoint a director in place of Smt. Deepshikha Khaitan (DIN 03365068), who retires by rotation and being eligible, offers herself for reappointment.
4. To appoint Statutory Auditors and fix their remuneration.

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendation made by the Audit Committee to the Board, Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors N.M. Nagari & Co, Chartered Accountants (Firm Registration No. 106792W), to hold office for a term of five consecutive years from the conclusion of this 24<sup>th</sup> Annual General Meeting, until the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

**SPECIAL BUSINESS**

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the remuneration of ₹ 90,000/- p.a. plus out of pocket expenses and applicable taxes, if any for the financial year ending 31<sup>st</sup> March, 2023, as recommended by the Audit Committee and approved by the Board of Directors of the Company to be paid to K.G. Goyal & Co., Cost Accountants for conducting the Audit of the Cost records of the company be and is hereby ratified and confirmed.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**"RESOLVED THAT** pursuant to Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force read with Schedule

IV to the Companies Act, 2013 Regulations 16(1)(b), 25(2A) and other applicable Regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Shri Surendra Singh Baid (DIN 02736988), Independent Director of the Company, whose term of office as Independent Director expires on 31<sup>st</sup> March, 2023, and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Independent Director be and is hereby re-appointed as an Independent Director of the Company (Not liable to retire by rotation) to hold office, for a second term of 5 (five) consecutive years upto 31<sup>st</sup> March, 2028.

**RESOLVED FURTHER** that pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members be and is hereby accorded to continue and hold office of Non-executive Independent Director of the Company by Shri Surendra Singh Baid (DIN 02736988), who will attain the age of 75 years during his current tenure of appointment i.e. upto 31<sup>st</sup> March, 2028."

7. To consider and, if thought fit, to pass with or without modification the following resolution as an **ordinary resolution**.

**"RESOLVED THAT** Shri Anupam Gupta (DIN 09290890) who was appointed as an Additional Director of the Company by Board of Directors w.e.f. 15<sup>th</sup> October, 2021 under section 161 of the Companies Act, 2013) and Article 137 of the Articles of Association of the Company and who hold the office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing proposing his candidature for the office of the director be and is hereby appointed as a director of the Company, who will be liable to retire by rotation."

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

**"RESOLVED THAT** approval of the members be and is hereby accorded in terms of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and relevant rules made thereunder, including any amendment(s), modification(s), replacement(s) or re-enactment(s) thereof for the time being in force for the appointment of and for the remuneration payable to Shri Anupam Gupta (DIN 09290890) as "Executive Director (Technical)" of the Company for a period of Three (3) years w.e.f. 15<sup>th</sup> October, 2021 at a remuneration and other terms as mentioned in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** Shri Anupam Gupta, Executive Director (Technical) will be liable to retire by rotation.

**RESOLVED FURTHER THAT** Executive Director (Technical) is also entitled to the benefits as per the rules of the Company, which the other senior executives / employees of the Company are entitled to.

**RESOLVED FURTHER THAT** the overall remuneration payable to Shri Anupam Gupta shall not exceed the limits prescribed under the applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, the Executive Director (Technical) will be paid Minimum Remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Act or amendment(s), modification(s), replacement(s) or re-enactment(s) thereof for the time being in force subject to required disclosure and other compliance as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit."

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

"RESOLVED THAT approval of the members be and is hereby accorded in terms of Sections 196, 197, 198, 203 Schedule V and any other applicable provisions of the Companies Act, 2013 and relevant rules made thereunder, including any amendment(s), modification(s), replacement(s) or re-enactment(s) thereof for the time being in force for the re-appointment of and for the remuneration payable to Shri Ayush Bagla (DIN 01211591) as "Executive Director" of the Company for a period of Three (3) years w.e.f. 14<sup>th</sup> May, 2022 at a remuneration and other terms as mentioned in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT Shri Ayush Bagla, Executive Director will be liable to retire by rotation.

RESOLVED FURTHER THAT the Executive Director is also entitled to the benefits as per the rules of the Company, which the other senior executives / employees of the Company are entitled to.

RESOLVED FURTHER THAT the overall remuneration payable to Shri Ayush Bagla shall not exceed the limits prescribed under the applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, the Executive Director will be paid Minimum Remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Act or amendment(s), modification(s), replacement(s) or re-enactment(s) thereof for the time being in force subject to required disclosure and other compliance as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit."

10. To consider and, if thought fit, to pass with or without modification the following resolution as a **Special resolution**.

"RESOLVED THAT approval of the members be and is hereby accorded in terms of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and relevant rules made thereunder and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, including any amendment(s), modification(s), replacement(s) or re-enactment thereof for the time being in force, for the re-appointment of and for the remuneration payable to Shri Vikram Somany (DIN 00048827) as "Chairman and Managing Director" of the Company for a period of Five (5) years w.e.f. 1<sup>st</sup> July, 2022 at a remuneration and other terms as mentioned in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT Shri Vikram Somany, Chairman and Managing Director will not be liable to retire by rotation.

RESOLVED FURTHER THAT the overall remuneration payable to Shri Vikram Somany shall not exceed the limits prescribed under the applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Chairman and Managing Director is also entitled to the benefits as per the rules of the Company, which the other senior executives/ employees of the Company are entitled to.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of his tenure, the Company has no profits or the profits are inadequate, the Chairman and Managing Director will be paid Minimum Remuneration within the ceiling limit prescribed under section II of part II of Schedule V of the Act or amendment(s), modification(s), replacement(s) or re-enactment(s) thereof for the time being in force subject to required disclosure and other compliance as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit."

11. To consider and, if thought fit, to pass with or without modification the following resolution as a **Special resolution**.

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder including any amendment(s), modification(s), replacement(s) or re-enactment(s) thereof for the time being in force and Regulation 17(6)(a) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a sum not exceeding 1% p.a. of the net profits of the Company calculated in accordance with the provisions of Sections 198 of the Companies, Act 2013 and rules made thereunder, be paid to and distributed among the directors not in whole time employment of the Company in such manner, as the Board of Directors may from time to time determine and in default equally in each financial year of the company for a period of Five (5) financial years, commencing from 1<sup>st</sup> April, 2023 upto 31<sup>st</sup> March, 2028.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Regd. Office :  
9, GIDC Industrial Estate,  
Kadi – 382 715  
Dist. Mehsana, Gujarat.  
10<sup>th</sup> May, 2022  
CIN : L26910GJ1998PLC034400

By Order of the Board of Directors  
**For Cera Sanitaryware Limited**  
**Hemal Sadiwala**  
Company Secretary  
(ACS:20741)



## NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional /Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [evoting@parikh-dave.com](mailto:evoting@parikh-dave.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to MCS Share Transfer Agent Limited, Ahmedabad in case the shares are held by them in physical form.
5. The Register of Members and Share transfer book of the Company will remain closed from Wednesday 15<sup>th</sup> June, 2022 to Wednesday 22<sup>nd</sup> June, 2022 (both days inclusive).
6. The Board of Directors has recommended a final dividend of ₹ 20/- and a special dividend of ₹ 15/- per fully paid-up equity share of ₹ 5 /- each for the financial year 2021-22.
7. Statement pursuant to provisions of Section 102 of the Companies Act, 2013 is annexed hereto.
8. The Company has transferred the unpaid/unclaimed dividends up to the financial year 2013-14 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Members who have not encashed their dividend warrants for the financial year 2014-15 onwards are advised to write to the Company immediately for claiming dividends declared by the Company.

Financial Year	Date of declaration of dividend	Dividend payment %	Expected date of transfer of unpaid dividend to IEPF Account
2014-15	30-07-2015	125	30-08-2022
2015-16	29-07-2016	180	29-08-2023
2016-17	27-07-2017	240	27-08-2024
2017-18	30-08-2018	240	30-09-2025
2018-19	31-07-2019	260	30-08-2026
2019-20*	14-02-2020	260	14-03-2027
2020-21	04-08-2021	260	03-09-2028

\* Interim Dividend

9. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs and its amendment made from time to time, the Company has issued Newspaper advertisement on 02.06.2021 and Company has sent individual notices to the shareholders on 27.05.2021 for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, such shareholders' shares have been transferred to the Investor Education and Protection Fund during year 2021-22. Shareholders are requested to note that shares transferred to IEPF, including all benefits accruing on such shares, if any can be claimed back from the IEPF Authority after following the procedure prescribed under the said rules. The procedure is also available on the website of the IEPF Authority at [www.iepf.gov.in](http://www.iepf.gov.in). Such shareholders are requested to claim their shares and unclaimed / unpaid dividend immediately.
10. Pursuant to SEBI Circular dated 3<sup>rd</sup> November, 2021 read with SEBI Circulars dated 14<sup>th</sup> December, 2021 and 25<sup>th</sup> January, 2022 on Common and Simplified Norms for processing Investor's Service, the shareholders holding shares in Physical mode are mandatorily required to record their PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination with the Company/Registrar & Share Transfer Agent (RTA) of the Company. The salient features and requirements of the circular are as follows:
  - A) If case of Non - updation of KYC - Folios wherein any ONE of the cited details/documents, (i.e PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination) are not available on or after April 01, 2023, shall be frozen as per SEBI circular. The securities in the frozen folios shall be eligible to lodge any grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid. And eligible for any payment including dividend, interest or redemption payment only through electronic mode upon complying with the above stated requirements.
  - B) The relevant formats for Nomination and Updation of KYC details viz: Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on Company website as well as the website of MCS Share Transfer Agent Ltd. Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to

submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details.

- C) Mandatory Linkage of PAN with Aadhaar - As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by March 31, 2023. A communication in this regard was sent to physical shareholders by in February, 2022. Security holders who are yet to link the PAN with Aadhaar number are requested to get the same done before 31<sup>st</sup> March, 2023. Post 31<sup>st</sup> March, 2023 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhaar number. The folios in which PAN is / are not valid as on the notified cut-off date of 31<sup>st</sup> March, 2023 or any other date as may be specified by the CBDT, shall also be frozen.

In view of the above, we request you to submit the KYC Form, duly completed along with Investor Service Request Form ISR-1 and the required supporting documents as stated in Form ISR-1 at the earliest MCS Share Transfer Agent Ltd.

Necessary communication through letters have been sent to all the physical shareholders in this regard in the month of February, 2022.

11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022, Notice of the AGM alongwith the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.ceraindia.com](http://www.ceraindia.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) & National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and notice of AGM on the website of CDSL : <https://www.evotingindia.com>. Members who have not registered their email address are requested to get their email address registered with their DP in case the shares are held in electronic mode and with Company's Registrar and Share Transfer Agent - MCS Share Transfer Agent Limited, Ahmedabad in case shares are held in Physical Form. This may be treated as an advance opportunity in terms of proviso to Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014.
12. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 15<sup>th</sup> June, 2022 through email on [ceragreen@cera-india.com](mailto:ceragreen@cera-india.com). The same will be replied by the Company suitably. All the documents, if any, referred to in this notice and explanatory statement are available for inspection of the members at the Registered Office of the Company on any working day except Saturday, between 10:00 a.m. to 1:00 p.m. up to the conclusion of this meeting.
14. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date i.e. 23<sup>rd</sup> June, 2022 only shall be entitled to avail the facility of remote e-voting or voting at the Meeting. The copy of register of Directors, Key Managerial Personnel and their shareholding maintained under The Companies Act, 2013 will be available for inspection by the members on request by sending an e-mail to the company.
15. Shareholders holding shares in Electronic Form may note that their bank account details as furnished by their depositories to the Company will be used by the Company for payment of Dividend. Members who are holding shares in electronic mode are requested to make sure, that they have updated details of Bank Account Number, Name of Bank, Branch address, MICR Code, IFSC Code with their respective depository participant. The Company will not entertain any direct request from such shareholders for deletion of / change in such bank details. Shareholders who wish to change such bank account details are, therefore, requested to advise their Depository Participants about such change, with complete details of bank account. In case the Company is unable to pay the dividend to any Shareholders by the electronic mode, due to non-availability of the complete details of the Bank account, the Company shall dispatch the dividend warrants to such Shareholders by post.
16. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1<sup>st</sup> April, 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates. A separate e-mail will be sent at the registered e-mail ID of the members describing about the detailed process to submit the documents/declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/ declarations by the members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company [www.cera-india.com](http://www.cera-india.com).

## 17. Brief resume of directors, who are proposed to be appointed/re-appointed at this meeting are given below:

Name of Director	Smt. Deepshikha Khaitan	Shri Surendra Singh Baid	Shri Vikram Somany	Shri. Ayush Bagla	Shri. Anupam Gupta
DIN	03365068	02736988	00048827	01211591	09290890
Date of Birth	17.03.1975	30.05.1951	26.08.1949	10.09.1973	21.05.1968
Date of Appointment	29.03.2014 (Appointed as Joint Managing Director w.e.f. 01.04.2020)	18.04.2018	27.11.2001 (Reappointment of Shri Vikram Somany as Chairman & Managing Director w.e.f. 01.07.2022)	18.04.2018 (Reappointment of Shri Ayush Bagla as Executive Director w.e.f. 14.05.2022)	15.10.2021 (Appointment of Shri Anupam Gupta as additional Director as well as Executive Director (Technical) w.e.f. 15.10.2021)
Qualification	B.Sc. Hons. (Economics), LLB	B.Sc Tech, Ceramics, B.H.U	B.Sc. F.C.M.I (U.K)	B.A. (Management) from Franklin & Marshal College (USA)	B.E. (Electrical) & MBA
Brief Resume and Nature of expertise in specific functional areas	Involved in Design Innovation, Product, R&D, Channel Outreach and Sales. Driving equal focus on profitability & product development	Product & Business Development, Sales & Marketing Personnel Management	Founded the business in 1980, Deep industry knowledge and experience, Initiation and execution of strategy, Drives High Governance Standards	Managing Investor Relations & Strategic Planning initiatives at Cera	Responsible for overall aspects of manufacturing activities at Cera
List of other Directorships	- Capital Publishing Pvt. Ltd. - Indian Council of Sanitaryware Manufacturers - Star Agrocom Pvt. Ltd.	- Anjani Tiles Ltd.	- Asopalav Plantations Pvt. Ltd. - Birla Brothers Pvt. Ltd.	- Seaside Real Estate Pvt Ltd - Paradigm Finance Ltd	NIL
Chairman / Member of the Committees of the Board of other Companies	NIL	NIL	NIL	NIL	NIL
Terms and conditions of re-appointment	N.A	As per the Explanatory Statement	As per the Explanatory Statement	As per the Explanatory Statement	As per the Explanatory Statement
Disclosure of relationship between Director Inter-se	Smt. Deepshikha Khaitan is a daughter of Shri Vikram Somany.	Not Related to any Director.	Smt. Deepshikha Khaitan, Joint Managing Director is a daughter of Shri Vikram Somany.	Not Related to any Director.	Not Related to any Director.
Shareholding in the Company	3,39,116	NIL	9,45,847	Nil	NIL
No. of Board Meetings attended during FY 2021-22	6	6	6	6	2



**18. INSTRUCTION FOR E-VOTING AND JOINING THE AGM:**

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- b) The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- d) 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.
- e) **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
  - (i) The voting period will begin on 27<sup>th</sup> June, 2022 and will end on 29<sup>th</sup> June, 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> June, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the time of meeting.
  - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	<p>4) <b>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</b></p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you</p>

	can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**(v) Login method for e-Voting and joining virtual meeting for Individual shareholders holding shares in Physical Form and shareholders other than individual shareholders holding shares in Demat form / physical form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.