

BSE LTD
ACKNOWLEDGEMENT

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|--------------------|--|-------------|--------------------------|
| Acknowledgement No | : 1010201612522727 | Date & Time | : 10/10/2016 12:52:27 PM |
| Scrip Code | : 532443 | | |
| Entity Name | : CERA SANITARYWARE LIMITED | | |
| Compliance Type | : Regulation 27(2)- Corporate Governance | | |
| Quarter / Period | : 30/09/2016 | | |
| Mode | : E-Filing | | |

General information about company

| | |
|---------------------------------|---------------------------|
| Scrip code | 532443 |
| Name of the entity | CERA SANITARYWARE LIMITED |
| Date of start of financial year | 01-04-2016 |
| Date of end of financial year | 31-03-2017 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2016 |
| Risk management committee | Not Applicable |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

Yes

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-------|
| 1 | Mr | Vikram Somany | AKUPS8219B | 00048827 | Executive Director | Chairperson | | 01-07-2014 | | | 1 | 1 | 0 | |
| 2 | Mrs | Deepshikha Khaitan | AGCPK8668E | 03365068 | Non-Executive - Non Independent Director | Not Applicable | | 29-03-2014 | | | 1 | 0 | 0 | |
| 3 | Mr | Sajan Kumar Pasari | AFTPP9100J | 00370738 | Non-Executive - Independent Director | Not Applicable | | 22-08-2014 | | 60 | 4 | 1 | 0 | |
| 4 | Mr | Govindbhai P Patel | ADGPP9574M | 03156041 | Non-Executive - Independent Director | Not Applicable | | 22-08-2014 | | 60 | 1 | 2 | 1 | |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes |
|----|-----------------|-----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-------|
| 5 | Mr | Kedar Nath Maiti | ADHPM6409M | 01331266 | Non-Executive - Non Independent Director | Not Applicable | | 24-05-2008 | | | 1 | 1 | 0 | |
| 6 | Mr | Lalit Kumar Bohania | ADJPB1726A | 00235869 | Non-Executive - Independent Director | Not Applicable | | 22-08-2014 | | 60 | 1 | 1 | 0 | |
| 7 | Mr | Atul Sanghvi | AFBPS6445R | 00045903 | Executive Director | Not Applicable | | 01-04-2014 | | | 1 | 1 | 0 | |
| 8 | Mr | Jugal Kishore Taparia | ABOPT2072N | 07509049 | Non-Executive - Independent Director | Not Applicable | | 12-07-2016 | | 15 | 1 | 1 | 1 | |

Annexure 1

II. Composition of Committees

| Disclosure of notes on composition of committees explanatory | | | | | |
|--|---------------------------------------|---------------------------|--------------------------------------|-------------------------|-------------------------|
| Is there any change in information of committees compare to previous quarter | | | | | Yes |
| Sr | Name Of Committee | Name of Committee members | Category 1 of directors | Category 2 of directors | Name of other committee |
| 1 | Audit Committee | JUGAL KISHORE TAPARIA | Non-Executive - Independent Director | Chairperson | |
| 2 | Audit Committee | GOVINDBHAI P. PATEL | Non-Executive - Independent Director | Member | |
| 3 | Audit Committee | VIKRAM SOMANY | Executive Director | Member | |
| 4 | Audit Committee | SAJAN KUMAR PASARI | Non-Executive - Independent Director | Member | |
| 5 | Audit Committee | LALIT KUMAR BOHANIA | Non-Executive - Independent Director | Member | |
| 6 | Nomination and remuneration committee | GOVINDBHAI P. PATEL | Non-Executive - Independent Director | Chairperson | |
| 7 | Nomination and remuneration committee | VIKRAM SOMANY | Executive Director | Member | |
| 8 | Nomination and remuneration committee | SAJAN KUMAR PASARI | Non-Executive - Independent Director | Member | |
| 9 | Nomination and remuneration committee | LALIT KUMAR BOHANIA | Non-Executive - Independent Director | Member | |
| 10 | Nomination and remuneration committee | JUGAL KISHORE TAPARIA | Non-Executive - Independent Director | Member | |

Annexure 1**II. Composition of Committees**

| Sr | Name Of Committee | Name of Committee members | Category 1 of directors | Category 2 of directors | Name of other committee |
|----|---|---------------------------|--|-------------------------|-------------------------|
| 11 | Corporate Social Responsibility Committee | VIKRAM SOMANY | Executive Director | Chairperson | |
| 12 | Corporate Social Responsibility Committee | ATUL SANGHVI | Executive Director | Member | |
| 13 | Corporate Social Responsibility Committee | DEEPSHIKHA KHAITAN | Executive Director | Member | |
| 14 | Corporate Social Responsibility Committee | JUGAL KISHORE TAPARIA | Non-Executive - Independent Director | Member | |
| 15 | Stakeholders Relationship Committee | GOVINDBHAI P. PATEL | Non-Executive - Independent Director | Chairperson | |
| 16 | Stakeholders Relationship Committee | ATUL SANGHVI | Executive Director | Member | |
| 17 | Stakeholders Relationship Committee | KEDAR NATH MAITI | Non-Executive - Non Independent Director | Member | |

Annexure 1

Annexure 1

III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory | | | |
|--|---|--|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1 | 03-05-2016 | | |
| 2 | | 12-07-2016 | 69 |
| 3 | | 29-07-2016 | 16 |

Annexure 1**IV. Meeting of Committees**

| Disclosure of notes on meeting of committees explanatory | | | | | | | |
|--|---------------------------------------|---|--|-------------------------------------|---|--|-------------------------|
| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1 | Audit Committee | 12-07-2016 | Yes | | 30-04-2016 | 72 | |
| 2 | Nomination and remuneration committee | 12-07-2016 | Yes | | 03-05-2016 | 69 | |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | Yes | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA | |

Annexure 1

VI. Affirmations

| Sr | Subject | Compliance status (Yes/No) |
|----|--|----------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

Annexure III

Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations

| Sr | Broad heading | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|--------------------------------------|-------------------------------|--|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| | Any other information to be provided | | | |

| Signatory Details | |
|--------------------------|--------------------|
| Name of signatory | NARENDRA N. PATEL |
| Designation of person | Compliance Officer |
| Place | AHMEDABAD |
| Date | 10-10-2016 |

