

Cera Sanitaryware Limited

Madhusudan House, Opp. Navrangpura Telephone Exchange, Ahmedabad 380 006
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Quarterly Compliance Report on Corporate Governance

Name of the Company: **Cera Sanitaryware Limited**

Quarter ending on: **30th September, 2010**

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---|
| I Board of Directors | 49 I | Yes | |
| (A) Composition of Board | 49 (IA) | Yes | |
| (B) Non-executive Directors' compensation & disclosures | 49 (IB) | Yes | |
| (C) Other provisions as to Board and Committees | 49 (IC) | Yes | |
| D) Code of Conduct | (49 (ID) | Yes | |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| (B) Meeting of Audit Committee | | Yes | |
| (C) Powers of Audit Committee 49 (IIC) | 49 (IIB) | Yes | |
| (D) Role of Audit Committee | 49 II(D) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIE) | | Will be complied at the time of Annual Report |
| III. Subsidiary Companies | 49 (III) | N.A | |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of related party transactions | 49 (IV A) | Yes | |
| (B) Board Disclosures | 49 (IV B) | Yes | |
| (C) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV C) | Yes | |
| (D) Remuneration of Directors | 49 (IV D) | Yes | |
| (E) Management | 49 (IV E) | Yes | |
| (F) Shareholders | 49 (IV F) | Yes | Will be complied at the time of Annual Report |
| V. CMD/CFO Certification | 49 (V) | Yes | |
| VI. Report on Corporate Governance | 49 (VI) | Yes | |
| VII. Compliance | 49 (VII) | Yes | |

Date : 7th October, 2010

Place : Ahmedabad

For Cera Sanitaryware Limited

Company Secretary

