CSL/2026-27/174
18th November 2026

To, **BSE Limited** Corporate Relationship Department 1st Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort, Mumbai – 400001. Scrip Code :532443 Scrip ID: CERA	To, **National Stock Exchange of India Limited** Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai – 400051. Scrip Code: CERA

Dear Sir / Madam,

Sub: Intimation under Regulation 30 of SEBI (LODR) – Notice of Postal Ballot

This is further to our letter CSL/2026-27/164 dated 4th November 2026, wherein the Company had informed about the decision of Board of Directors of the Company for approving Postal Ballot Notice for seeking approval of the Members of the Company by passing resolutions through remote e-voting for:

1. Re-appointment of Mr. Vikram Somany (DIN: 00048827) as Chairman and Managing Director. (Special Resolution)
2. Re-appointment of Mr. Anandh Sundar (DIN: 10409065) as an Independent Director of the Company for second term. (Special Resolution)

Further, the calendar of events in connection with the postal ballot is as under:

Sr. No.	Particulars	Date
1.	Cut-off date to determine eligibility to vote	13th November 2026
2.	Date of Commencement of Voting by Electronic Mode	19th November 2026
3.	Date of End date of Voting by Electronic Mode	18th December 2026
4.	Date of declaration of voting results along with scrutinizers' report and submission to stock exchange	on or before 20th December 2026

In this regards, we are submitting herewith the Postal Ballot Notice dated 4th November 2026 along with the Explanatory Statement for seeking approval of Members for the above-mentioned resolutions by way of Postal Ballot through E-voting Process only. The Company has sent today i.e. on 18th November 2026, the Postal Ballot Notice through electronic mode to the Members of the Company whose names appear and whose e-mail IDs are registered with the Company's RTA / Depository Participant as on the Cut-off date i.e. 13th November 2026. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to the members.

The Postal Ballot Notice is also available on the website of the Company at www.cera-india.com and on the website of Central Depository Services (India) Limited at www.evotingindia.com.

Kindly take the same on your records.

Thanking You.
For Cera Sanitaryware Limited.

HEMAL JANARDAN SADIWALA

Hemal Sadiwala
Company Secretary
Encl: As above

CERA SANITARYWARE LIMITED

Registered Office: 9, GIDC Industrial Estate, Kadi - 382715, Dist: Mehsana, Gujarat.
Tele: (02764) 243000, 242329 E-mail: kadi@cera-india.com Website: www.cera-india.com
CIN: L26910GJ1998PLC034400

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that, pursuant to and in compliance with the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), read with the General Circular Nos. 14/2020 and 3/2025 dated 8th April, 2020 and 22nd September, 2025, respectively, and other circulars issued by the Ministry of Corporate Affairs ("MCA") in this respect hereinafter collectively referred to as "MCA Circulars" [including any statutory modification or reenactment thereof for the time being in force], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, the Special Resolutions appended below are proposed for approval of the Members of the Company through Postal Ballot by E-voting process ("E-voting").

In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on 13th November, 2026 ("Cut-off date"). Members may note that the Notice of Postal Ballot is uploaded on the Company's website www.cera-india.com and may be accessed by the Members and will also be available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. As allowed under the Act, MCA Circulars and other applicable provisions, the physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid self-addressed business reply envelope are not being sent to the Members for this Postal Ballot and Members are requested to communicate their assent or dissent through the e-voting system only. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide E - voting facility.

The Board of Directors of the Company has appointed Parikh Dave & Associates - A Peer Reviewed Firm, Practicing Company Secretaries, Ahmedabad, as the Scrutinizer for conducting Postal Ballot through E-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, Members can vote only through the E-voting process. Accordingly, the Company is pleased to offer Evoting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes under the section "INSTRUCTIONS FOR E-VOTING" in this Postal Ballot Notice ("Postal Ballot Notice") to cast their vote electronically.

The E-voting will be available during the following period after which the CDSL portal shall be blocked and shall not be available for e-voting:

Commencement of E-voting	09:00 a.m. (IST) on 19th November, 2026 (Thursday)
End of E-voting	05:00 p.m. (IST) on 18th December, 2026 (Friday)

Members of the Company are requested to peruse the proposed resolutions along with its Explanatory Statement and read the instructions and notes carefully and thereafter cast their votes through the e-voting system not later than 5.00 pm (IST) on 18th December 2026. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote is cast by the Member, the Member shall not be allowed to change it subsequently.

The Results will be declared on receipt of Scrutinizer's Report at the Registered office of the Company at 9, GIDC Industrial Estate, Kadi – 382715 Dist. Mehsana, Gujarat within 2 working days from the last day of evoting. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.cera-india.com and on the website of CDSL immediately and communicated to the stock exchanges on which the shares of the Company are listed. Subject to receipt of requisite number of votes, the resolutions mentioned in the Notice shall be considered as deemed to be passed on 18th December, 2026 (Friday) i.e. last day of the voting period.

RESOLUTIONS PROPOSED TO BE PASSED THROUGH POSTAL BALLOT:

ITEM 1: RE-APPOINTMENT OF MR. VIKRAM SOMANY (DIN: 00048827) AS CHAIRMAN AND MANAGING DIRECTOR.

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

"RESOLVED THAT pursuant to provisions 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 and in accordance with the relevant provisions of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and as approved by the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the re-appointment of and remuneration payable to Mr. Vikram Somany (DIN: 00048827) as "Chairman and Managing Director" of the Company for a period of Five (5) years w.e.f. 1st July, 2027, not liable to retire by rotation, on such terms and conditions including remuneration as mentioned in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. Vikram Somany shall be subject to the applicable provisions prescribed under the the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and rules made thereunder including any amendment(s), modification(s), replacement(s) or re-enactment(s) thereof for the time being in force, if any, to the extent with necessary approvals.

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, Mr. Vikram Somany 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 reenactment(s) thereof for the time being in force subject to disclosure and other compliance as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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."

ITEM 2: RE-APPOINTMENT OF MR. ANANDH SUNDAR (DIN: 10409065) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM.

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 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, 25 and other applicable Regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the relevant provisions of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and as approved by the Board of Directors, Mr. Anandh Sundar (DIN: 10409065), Independent Director of the Company, 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) w.e.f. 12th February, 2027 to hold office, for a second term of 5 (Five) consecutive years upto 11th February, 2032.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

Regd. Office:
9, GIDC Industrial Estate,
Kadi - 382 715
Dist. Mehsana, Gujarat, India.
CIN: L26910GJ1998PLC034400
4th November, 2026

By Order of the Board of Directors
For Cera Sanitaryware Limited

Hemal Sadiwala
Company Secretary
(ACS:20741)

NOTES:

1. Statement pertaining to the aforesaid resolutions setting out material facts as required under section 102(1) of the Act annexed hereto. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) form part of the Explanatory Statement of this Notice.

2. Voting rights of the members shall be in proportion of shares held by them as on 13th November, 2026 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.

3. All the documents referred to in the Notice and Explanatory Statement will be available for electronic inspection by the Members from the date of circulation of this Notice up to 18th December, 2026. Members seeking to inspect such documents can send an E-mail to ceragreen@cera-india.com

4. Members of the Company under the category of Institutional / Corporate Shareholders are encouraged to participate for the E - voting. Corporate Shareholders intending to authorize their representatives to vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by Email at evoting@parikhdave.com and the same should also be uploaded on the E-voting portal of Central Depository Services (India) Limited ("CDSL").

5. Members who have not yet registered their E-mail addresses are requested to register the same with their Depository Participant ("DP") in case the shares are held by them in demat mode and with the Company's RTA in case the shares are held by them in physical mode. In case of any queries/difficulties members may write to ceragreen@cera-india.com

6. INSTRUCTIONS FOR E-VOTING:

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SEBI Circulars and MCA Circulars, the Shareholders are provided with the facility to cast their vote electronically through E-voting services provided by CDSL on the Resolution set forth in this Postal Ballot Notice. Once the vote on a Resolution is cast by the Shareholders, he / she shall not be allowed to change it subsequently or cast vote again.

The voting period will begin on 09:00 am (IST) on 19th November, 2026 (Thursday) and will end on 05:00 pm (IST) on 18th December, 2026 (Friday). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 13th November, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 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.

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.

A. Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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 abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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: https://eservices.nsdl.com 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 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 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.

	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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 **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

B. Login method for CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1) The shareholders should log on to the e-voting website 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.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7) After entering these details appropriately, click on "SUBMIT" tab.

8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10) Click on the EVSN for the relevant <**CERA SANITARYWARE LIMITED**> on which you choose to vote.

11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

18) Additional Facility for Non – Individual Shareholders and Custodians - For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ceragreen@cera-india.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ceragreen@cera-india.com

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed by sending an email to helpdesk.evoting@cdslindia.com or call toll free no. 18002109911 or call Mr. Nitin Kunder (022-62343626) or Ms. Asawari Kalokhe (022-62343624) or Mr. Rakesh Dalvi (022-62343611) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013.

EXPLANATORY STATEMENTS PURSUANT TO PROVISIONS OF SECTION 102 THE COMPANIES ACT, 2013 AND SEBI REGULATIONS.

ITEM 1: RE-APPOINTMENT OF MR. VIKRAM SOMANY (DIN: 00048827) AS CHAIRMAN AND MANAGING DIRECTOR.

Mr. Vikram Somany was re-appointed as Chairman and Managing Director of the Company for a period of Five years from 1st July, 2022. His present term is expiring on 30th June, 2027.

Based on the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee, the Board of Directors of the Company at their meeting held on 4th November 2026 have re-appointed Mr. Vikram Somany as Chairman and Managing Director of the Company for a period of Five (5) years with effect from 1st July, 2027, subject to approval of the Members of the Company.

Mr. Vikram Somany is Promoter of the Company. He is also Chairman & Managing Director of the Company since 2002. He holds a Bachelor degree of Science (B.Sc.) and Fellow members of Chartered Management Institute FCMI (UK). In his career spanning over 50 years and under his dynamic leadership, CERA has become a prominent brand in the Sanitaryware and Faucetware industries. CERA has consistently advanced, driven by his strategic direction, hands-on involvement, and unwavering commitment to high governance standards. He dedicates significant time to overseeing the Company's operations and his decisions are always aligned with safeguarding the shareholder interests, ensuring sustainable growth and innovation across CERA's diverse product portfolio. He has also contributed to various industry bodies such as past President of Bengal National Chamber of Commerce & Industry.

During his tenure, the Company has achieved sustained growth through operational excellence, customer centric initiatives, efficiencies and improvements. In addition, under his visionary leadership, Cera Sanitaryware Limited has excelled, driven by innovation and commitment to excellence.

Considering his rich experience, knowledge, expertise in the business of Sanitaryware & Faucetware and his contribution to the growth of the Company and upon recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee, the Board of Directors have therefore re-appointed Mr. Vikram Somany as 'Chairman and Managing Director' of the Company for further period for five years and recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the members of the Company.

Pursuant to the provision of Section 196, 197 and Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members by way of Special resolution is sought for re-appointment and payment of remuneration to Mr. Vikram Somany as Chairman and Managing Director (being Executive Director who belongs to Promoter / Promoters Group and aged above 70 years).

Mr. Vikram Somany as Chairman and Managing Director shall exercise substantial powers of management and discharge duties and functions subject to the superintendence, direction and control of the Board of Directors of the Company.

He will not be liable to retire by rotation. He shall not exercise the powers as Chairman and Managing Director, which are required to be exercised by the Company in general meeting and / or by Board of Directors.

The principle terms and conditions of re-appointment of Mr. Vikram Somany as Chairman and Managing Director are as follows.

1. Period of Appointment: Five (5) years w.e.f. 1st July 2027.

2. Remuneration

I) **Basic Salary :** Not Exceeding Rs. 37 Lakhs per month w.e.f. 1st July 2027 which shall be subject to increase of maximum 8% per annum. The next increment of salary will due w.e.f. 1st April, 2028.

II) **Perquisites:**

Category - A

a) **House Rent allowance :** 40% of Basic Salary.
b) **Special Allowance :** 1 month of Basic Salary per annum
c) **Performance link Incentive :** As may be decided by the Board of Directors and/or committee thereof subject to a maximum of Rs. 2 Crores per annum

Category - B

In addition to the Salary as described in above, he shall be eligible for the following perquisites, which shall not be included in the computation of ceiling on minimum remuneration

a) **Contribution to Provident Fund:** As per the rules of the Company as applicable to other executive / employees of the Company.
b) **Leave Travel Concession:** 1 month basic salary per annum.

Others

a) Provision of Car with Driver and telephone at the Residence.
b) The Chairman and Managing Director is also entitled to the benefits as per the rules of the Company, which the other executives / employees of the Company are entitled to.
c) He will not be entitled to sitting Fee for attending the meetings of the Board of Directors or Committee(s) thereof.

3. The terms and conditions of the said appointment and / or agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, including the maximum remuneration payable to the Chairman and Managing Director in accordance with Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder or any amendments made thereafter in this regard from time to time.

4. If at any time Mr. Vikram Somany ceases to be a Director of the Company for any cause whatsoever, he will cease to be the Chairman and Managing Director

5. Mr. Vikram Somany, Chairman and Managing Director may resign from the service of the Company by giving three months' notice in advance.

A draft of agreement to be executed with Mr. Vikram Somany and other relevant documents are open for inspection at the registered office of the Company between 10.00 a.m. to 1.00 p.m. on any working day except, Saturday upto the last date of e-voting.

In the opinion of the Board, Mr. Vikram Somany fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his re-appointment as a Chairman & Managing Director of the Company. The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature for re-appointment of Mr. Vikram Somany as Chairman and Managing Director of the Company. Mr. Vikram Somany has given required consent and disclosure to act as Chairman & Managing Director of the Company and declaration stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

In view of the valuable contributions, rich experience and dynamic leadership of Mr. Vikram Somany, the Board is of the opinion that his reappointment would be in the best interest of the Company. Accordingly, the Board recommends the Special Resolution for the reappointment of Mr. Vikram Somany as Chairman and Managing Director of the Company for approval by the Members of the Company.

He is father of Mrs. Deepshikha Khaitan, Vice Chairman and Joint Managing Director. Except, Mr. Vikram Somany and Mrs. Deepshikha Khaitan, none of your Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the said resolution of this notice.

The disclosure under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is provided as Annexure to this Notice.

ITEM 2: RE-APPOINTMENT OF MR. ANANDH SUNDAR (DIN: 10409065) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM.

The Members of the Company, by way of postal ballot on 5th April, 2024 had approved the appointment of Mr. Anandh Sundar as an Independent Director of the Company for a period of three years w.e.f. 12th February, 2024. His present term as an Independent Director of the Company will expire on 11th February, 2027. As per the provision of the Companies Act, 2013, he is eligible for re-appointment for a second term as an Independent Director of the Company for the tenure not exceeding five years.

Considering his rich experience, guidance to the management, active participation on Board as an Independent Director and considering his performance evaluation and overall tenure with the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on 4th November, 2026, has approved re-appointment of Mr. Anandh Sundar as an Independent Director of the Company for a second term of five consecutive years w.e.f. 12th February, 2027.

Mr. Anandh Sundar (DIN: 10409065), aged 38 years, is a Chartered Accountant (rank holder at all levels) and holds an MBA from the Indian Institute of Management, Ahmedabad.

He is a finance and management professional with over 15 years of experience in corporate finance, strategy, fund raising, project management, risk management, internal audit and insurance, across Indian companies, multinationals and foreign entities. He has held senior finance leadership roles in a multinational group and now advises founders and boards of technology-led and early-stage companies, including deeptech, AI and robotics ventures, on fundraising, financial controls and risk. This brings a practical, board-level view of governance and capital allocation. The Company has received consent from Mr. Sundar to continue to act as an Independent Director of the Company for second term.

In the opinion of the Board, Mr. Anandh Sundar fulfils the conditions specified in the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Director of the Company. The company has also received declaration that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Regulations 16(1)(b) of the SEBI LODR Regulations and he is not debarred from holding the office of the director by virtue of any order passed by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority. He is not disqualified from being appointed as Director in terms of section 164 of the Act. The Board considers that his continued association would benefit to the Company and hence it is desirable to continue to avail his services as an Independent Director. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. In the opinion of the Board, he is a person of integrity and fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, as amended, and is independent of the Management of the Company. He will be eligible for sitting fees and commission on the same basis as other Non-Executive Independent Directors within the limits as approved by the shareholders.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature for re-appointment of Mr. Anandh Sundar as an Independent Director of the Company. Further, in terms of Regulation 17(1C) of the Listing Regulations and other applicable provisions, the re-appointment of Mr. Anandh Sundar is being placed for the approval of the member within the stipulated time frame. Copy of the draft letter of his re-appointment setting out the terms and conditions and other relevant documents will be available for inspection in electronic mode.

Accordingly, the Board recommends the resolution to be passed with or without modification as a special resolution.

The disclosure under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India is provided as Annexure to this Notice.

Except Mr. Anandh Sundar, being appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution.

Regd. Office:
9, GIDC Industrial Estate,
Kadi - 382 715
Dist. Mehsana, Gujarat, India.
CIN: L26910GJ1998PLC034400
4th November, 2026

By Order of the Board of Directors
For Cera Sanitaryware Limited

Hemal Sadiwala
Company Secretary
(ACS:20741)

ANNEXURE

Details of directors seeking re-appointment through Postal ballot

(Pursuant to the Listing Regulations and Secretarial Standard issued by the ICSI)

Name of Director	Mr. Vikram Somany	Mr. Anandh Sundar
DIN	00048827	10409065
Age	77 Years	38 Years
Date of First Appointment on Board	27th November, 2001	12th February, 2024
Date of Re-appointment	Re-appointed as Chairman and Managing Director for a period of 5 (five) years effective from 1st July, 2022, till 30th June, 2027, by the shareholders on 30th June, 2022. Proposed to be re-appointed w.e.f. 1st July, 2027.	Proposed to be re-appointed w.e.f. 12th February, 2027.
Qualification	B.Sc, F.C.M.I (U.K)	Chartered Accountant, MBA IIM-Ahmedabad
Brief Resume and Nature of expertise in specific functional areas	As per the Explanatory Statement	As per the Explanatory Statement
List of other Directorships	- Asopalav Plantations Private Limited - Birla Brothers Private Limited	- Thyrocare Technologies Limited - Ajit Motor Hire Purchase Private Limited - Veridyn Automation Private Limited - Nueclear Healthcare Limited - Kenvision Robotics and Inspection Automation Private Limited - Medical Nexus Infrastructures Private Limited
Chairman / Member of the Committees of the Board of other Listed Companies	None	- Member of the Audit Committee of Thyrocare Technologies Limited
Resignation from Listed Companies in last Three years	None	None
Remuneration last drawn (FY 2025-26)	Rs. 872.56 Lakhs (Including Fixed Pay, Incentive, Perquisites and Other benefits.)	Sitting Fees of Rs. 1.40 Lakhs for attending Board and Committee meetings and Commission of Rs. 7.50 Lakhs.
Terms and conditions of re-appointment	As per the Explanatory Statement	As per the Explanatory Statement
Disclosure of relationship between Director Inter-se	Mr. Vikram Somany is father of Mrs. Deepshikha Khaitan, Vice Chairman & Joint Managing Director	Not related to other Directors of Board
Shareholding in the Company	9,36,567 (7.26%)	Nil
No. of Board Meetings attended during FY 2026-27 (upto the date of this notice.)	3	3